SKY HIGH

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FADE IN:

1 INT. WAREHOUSE - DAY 1

TIGHT ON a square-jawed superhero, THE COMMANDER, who regains consciousness and struggles mightily -- but in vain -- to free himself from the CHAIN that binds his wrists over his head.

ALL AMERICAN BOY (O.S.)
I think that distress call was a trap.

Widen to reveal we're in a decrepit warehouse. ALL AMERICAN BOY, the Commander's sidekick, hangs next to him. He is young, with a thin waist, thick hair, and wears red, white, and blue spandex. The Commander shoots him a withering look.

THE COMMANDER
Yeah, thanks, All American Boy. I suspected as much when I took that photon blast to the back of my skull.

ALL AMERICAN BOY
(defensive)
I said "look out."

THE COMMANDER
Next time, you might want to try, "look out behind you."

A harsh, MECHANIZED VOICE fills the air.

MECHANIZED VOICE (O.S.)
There won't be a next time.

REVERSE ANGLE ON

ROYAL PAIN, a villain swathed in techno-armor and helmet, and STITCHES, his sidekick, a leering nut-job in a jester's hat.

THE COMMANDER
Royal Pain and Stitches! I should've known!

The Commander redoubles his efforts to break his chains.

ROYAL PAIN
You hurt my feelings, Commander. Don't you like your new bracelet? A special alloy of my own design... which even your vaunted super-strength cannot break!

ALL AMERICAN BOY
Yeah? We'll see about that!

The Commander angrily SHUSHES his sidekick.

ROYAL PAIN
But I'm not here to pat myself on the back. I'm here to unveil the most brilliant invention of my career--

With a dramatic flourish, Royal Pain throws his cape back over his shoulder to reveal a nasty-looking handheld CANNON.

ROYAL PAIN (cont'd)
--The Pacifier! And now, Commander, prepare to be... pacified!

Stitches CACKLES maniacally as Royal Pain aims the Pacifier Cannon at the helpless Commander. Suddenly -- the window EXPLODES and a female superhero named JETSTREAM rockets into the warehouse. She SMASHES into Royal Pain, the IMPACT sending Royal Pain flying and the Pacifier skidding across the floor. *

Jetstream hovers in mid-air and notices the Commander.

JETSTREAM
Hey, you! How've you been?

THE COMMANDER
Do I know you?

JETSTREAM
We went to high school together. *

THE COMMANDER
(searching memory)
Josie DeMarco?

JETSTREAM
I go by Jetstream now.

THE COMMANDER
Jetstream. I like it. Well, you look great!

ALL AMERICAN BOY
And I'm All American Boy. But you probably remember me as Jonathan Grisw--

Over Jetstream's shoulder, the Commander notices Stitches helping Royal Pain to his feet.

THE COMMANDER
Look out behind you!

Royal Pain aims the Pacifier at Jetstream, who flies behind the Commander's chain. It SHATTERS as it gets hit. The Commander falls to ground, lands in a crouch, then turns smugly to All American Boy.

THE COMMANDER (cont'd)
Now that's how you warn someone.

Royal Pain trains his gauntlet-mounted photon gun at the Commander, who SLAMS his fists into the ground, sending a SHOCKWAVE rippling across the floor --

AND INTO ROYAL PAIN, who gets thrown against the wall, sending the Pacifier flying into the air. Royal Pain sees it at the same instant the Commander does. They BOLT for it simultaneously --

And arrive simultaneously. TUG OF WAR.

ROYAL PAIN
Stop! Let go! You're going to break it!

A CRACK is forming in the Pacifier. Pressure builds. IT'S GONNA BLOW. The Commander sees it and starts to --

BOOM! Jetstream braces against the tremendous EXPLOSION. There's no sign of the Commander. Jetstream and All American Boy look worried... until a smiling Commander emerges from the smoke with the ruptured Pacifier thrown over his shoulder.

JETSTREAM *
Are you okay? *

THE COMMANDER *
Better than Royal Pain. *

They turn to see Royal Pain's helmet sitting on the scorched floor. A solemn moment. Then:

THE COMMANDER (cont'd) *
So you want to grab some coffee?

The two of them begin reminiscing as they head for the exit -- never seeing Stitches scurrying through the rubble with something clutched to his chest. What, we can't be sure...

As the Commander and Jetstream exit...

ALL AMERICAN BOY
A little help here? Uh... behind you?

2 OPENING CREDIT MONTAGE 2

In COMIC BOOK STYLE ANIMATION, we see:

-A wedding. The Commander and Jetstream walk down the aisle as superheroes throw rice. One guest in particular, BirdMan, can't help himself and begins to peck rice off the ground. Jetstream flies off with The Commander in her arms, a "just married" sign on her cape.

-Jetstream and the Commander fight crime side-by-side. Jetstream turns to camera and we see that she is pregnant, her belly straining the lycra of her costume.

-A proud Commander plays with his baby boy. He tosses his son in the air and catches him. He tosses him in the air again... this time a little too hard. Jetstream rolls her eyes, laughs, than flies into the air to retrieve her baby.

-The Commander teaches his five-year-old son to ride a bike. The boy wobbles a bit, then gets the hang of it and picks up steam. He's heading straight for a parked car. The Commander dashes over and lifts the car with one hand. The boy safely pedals under it.

END OF MONTAGE

3 INT. KITCHEN - MORNING 3

JOSIE STRONGHOLD, Jetstream's civilian alter-ego, prepares an elaborate breakfast. Her costume of the moment consists of a Century-21 type jacket and a pair of tortoise-shell glasses.

BOB STRONGHOLD enters. If he weren't wearing horn-rimmed glasses and a gold broker's blazer you might mistake him for the Commander. Bob hangs up his cell phone.

BOB
(building excitement)
That was Bert Timmerman. He's buying the colonial on Pine Terrace. Above asking. No contingencies.

JOSIE
Honey, I know selling real estate is just our cover... but I think we're in line to win that sales trip to Hawaii. * *

BOB
We haven't been to Hawaii since that volcano exploded. Think of it, Josie-- you, me, on the beach, no exploding volcanoes...

They kiss. After a beat, Josie pulls out of the smooch, blushing.

JOSIE
Will's gonna be down any minute.

Bob glances at his watch.

BOB
It's getting late. Where is he?

4 INT. BANK - DAY 4

An evil BUNNY and his henchman (who wear masks that look like Easter eggs) step out of the vault clutching sacks of money.

EVIL BUNNY
Let's go, boys.

WILL STRONGHOLD (14) drops down through a glass window. Confident, good-looking, exactly what you'd expect from the son of the Commander and Jetstream.

WILL
The only place you're going is jail.

The Bunny hops onto a railing.

EVIL BUNNY
Get him!

The Eggheads charge at Will. In an amazing display of agility and strength, he sends one flying through the glass window, and another sailing across the room where he smashes into a third Egghead. Their egg heads explode in a burst of colored smoke. Only the Evil Bunny is left. Will grabs two brass poles and the connecting velvet rope and hurls them at the Bunny. The poles fly under the Bunny's arms and drill into the wall. The velvet rope pins him across the chest. The customers cheer.

WILL
Looks like those rabbit's feet of yours aren't so lucky after all.

Will approaches the Bunny.

EVIL BUNNY
T-t-t-take it easy.

Will unmasks the Bunny. It's Josie.

WILL
Mom?!

JOSIE
I made eggs.

5 INT. WILL'S BEDROOM - MORNING 5

Will JOLTS AWAKE to find Josie shaking him.

WILL
Whuh?

JOSIE
Eggs? Breakfast? Most important meal of the day?

WILL
(clearing his head)
Yeah, I was just... I'll be right down.

JOSIE
Better hurry. You don't want be late your first day of school. *

She exits. Will gets out of bed and goes over to the weight bench in the corner. The bar holds a couple of modest weights. Will sits on the bench, looking hopeful, cracks his knuckles, cracks his neck, lies down. Three short breaths, then he STRAINS to lift the bar and -- zilch. Doesn't budge. Will sighs and goes over to the calendar pinned above his desk. Another day, another red X.

Suddenly, we hear a voice from downstairs.

BOB (O.S.)
Where's the man of the hour?

Will looks panicked. He frantically starts to put all the available weights on the bar... but can barely lift them. He gets his finger caught between two plates, then drops one on his foot.

5A INT. UPSTAIRS HALLWAY 5A

Bob heads from the stairs toward Will's room.

BOB
Come on buddy, time to get moving.

As Bob opens the door we hear...

WILL (O.S.)
(strained)
Two hundred!!

Bob enters the room and finds Will lying on the bench.

WILL (cont'd)
(sits up)
Oh, hey, Dad. Thought I'd get in a few reps before school.

BOB
(smiles)
You really worked up a sweat.

Will is indeed sweating and breathing heavily.

WILL
Yeah... well, I'd better get ready.

Bob sits down on the bed.

BOB
Hold on. Before you go, I just wanted you to know how, um... proud I am that you'll be attending my alma mater. To think that someday you're gonna follow me into the family business...

WILL
Real Estate?

BOB
(winking)
Right. Real estate.

Bob takes off his glasses and puts them in his pocket. Unfortunately, Bob's super power isn't having heart-to-heart talks with his son. As he continues, he picks up a 45 pound weight plate and nervously fiddles with it like it's a poker chip.

BOB (cont'd)
Look, I know when you're a kid, you think your dad's invincible... and I nearly am. But who knows? Maybe next time I punch a meteor hurtling toward Earth, I'll be the one who shatters into a million pieces.
(off Will's look)
I guess what I'm trying to say is, it's nice to know that, whatever happens to me, you'll be around to save the world.

WILL
(nervous laugh)
No pressure.

BOB
You can handle it. You're a Stronghold.

As he exits, he casually tosses the weight to his son. Will catches the plate with both hands and goes flying backwards onto the bed. A beat later one of the bed legs gives way.

6 INT. STRONGHOLD KITCHEN - MOMENTS LATER 6

Josie is putting breakfast on the table when the back door opens. Will's friend, LAYLA, 15, enters. Her layers of flowing linen and floral design motifs lend her a neo-bohemian vibe.

LAYLA
Morning, Mrs. Stronghold. I noticed you had some recyclables in the trash. I took the liberty of moving 'em for you.

JOSIE
Thank you, Layla. You hungry? I've got plenty of eggs, bacon--

LAYLA
No, thanks. I'm a vegetarian.

JOSIE
Really? Since when?

LAYLA
Well, you know how my mom can communicate with animals? Apparently they don't like being eaten.

Bob enters.

LAYLA (cont'd)
Good morning, Commander.

BOB
Commander?

He realizes he's not wearing his glasses. He pulls them out of his blazer pocket and puts them back on.

BOB (cont'd)
Thanks, Layla. Imagine if I'd left the house without my disguise.

LAYLA
No problem, Mr. S.

JOSIE
I can't believe you and Will are starting high school. It seems like just yesterday you two were swimming naked in the kiddie pool.

WILL
(entering)
Mom!
(to Layla)
It's like her power is to super-humilitate me.

Suddenly -- REEP-REEP! Josie reaches for her cell phone.

BOB
It's the other one.

Bob pulls out a similar cell phone, only this one is bright red.

BOB (cont'd)
(listens, then)
Uh-huh. I see. Thanks, Commissioner.
(hanging up)
There's trouble downtown. Big trouble. Downtown.

JOSIE
Shoot, and I really wanted to see Will off to the bus.
(to Layla)
I remember the first day of pre-school, he wouldn't let go of my leg--

WILL
Mom!

Josie gives him a quick peck on the cheek and dashes out of the room.

BOB
Now remember Will, a lot of the kids at Sky High will only have one superhero parent, not two. So, take it easy on them. No showing off.

WILL
Yeah... of course.

Bob runs out after his wife.

6A INT. DEN - SIMULTANEOUS 6A

Bob and Josie run like heroes as the liquor cabinet SLIDES OPEN to reveal a hidden entrance and fireman's pole.

JOSIE
(on her cell phone)
Mrs. Rivera? Josie Stronghold. I'm afraid I need to reschedule the open house...

They slide down the pole and are gone.

6B INT. KITCHEN - SIMULTANEOUS 6B

Layla spots a few wilted plants behind the sink.

LAYLA
(to the plants)
Looks like Jetstream's been too busy to feed you guys. Then again, she has saved the rain forest from total destruction like a dozen times. I guess we can cut her some slack...

Will flicks on the TV. In the background Layla waves her hand over the flowers -- which begin to straighten and bloom, until finally they look like a full English garden.

NEWS ANCHOR *
-- reports of a situation downtown. *
Let's check out the picture from Sky- *
Eye-Live, News-Chopper-Five. It seems
evil has struck the morning commute.
Here's a hint if you're headed
eastbound on the 115...

REVERSE ANGLE ON

The TV, where a GIANT ROBOT stomps on the freeway as cars SCREECH and swerve to avoid his CLANGING METALLIC FOOT.

NEWS ANCHOR (O.S.) (cont'd) *
...you might want to think about
alternate routes!

WILL
Five, four, three, two, aaaand...

NEWS ANCHOR (O.S.) *
Hang on, what's-- Yes! It's the *
Commander and Jetstream!

ON TV: Jetstream flies into frame and releases the Commander, who dives straight for the Robot's chin and unleashes --

KA-CHUNG! A devastating right cross.

Layla watches Will, as Will stares at his parents in action: It's an amazing sight. Finally, Will grabs the remote...

NEWS ANCHOR (O.S.) (cont'd) *
Look at the Commander go! They don't make heroes like him anymore!

...and clicks the TV off.

6C EXT. NEIGHBORHOOD STREET - DAY 6C

Will and Layla walk down the sidewalk. They pass a bus bench with an ad for Stronghold Realty: "If it's Stronghold, it's Sold." *

LAYLA
I know it's just our first day, but I already can't wait to graduate and start saving mankind. *
(then, increasingly PC) *
And womankind. And animalkind. And the rainforest, of course. *

WILL
(barely listening)
Uh-huh.

LAYLA
What's with you? Why aren't you psyched?

WILL
(flat)
I am. I'm totally psyched. It's just, don't you kinda wish we were going to a normal high school?

They stop walking.

LAYLA
(scoffing)
A "normal" high school? With cliques, and bullies, and you've got to hide your powers because if you seem at all different you get your head dunked in the toilet!
(then)
I hear.

WILL
I'm just saying I'll miss my friends.
That's all.

LAYLA
Well, you still have me.

She smiles at Will... he smiles back. A nice moment between friends. Then a plain yellow SCHOOL BUS pulls up and stops in front of them. The doors accordion open with a SHUNK to reveal the driver, RON WILSON, who wears a plain blue baseball cap and matching blue windbreaker. Ron takes his job of bus driving very seriously. Maybe too seriously.

8 INT. SCHOOL BUS - CONTINUOUS 8

Will and Layla step onto the bus and look around. The bus seems pretty normal. The kids seem pretty normal.

WILL
Uh, is this the bus to Sky High?

RON
SHHH! Are you crazy?!

Ron slams the bus doors closed.

RON (cont'd)
You want every super-villain in the neighborhood to know we're here?

WILL
No, of course not. Sorry.

RON
What's your name, freshman?

WILL
Will Stronghold.

RON
(eyes wide)
Oh, my God -- the son of the Commander and Jetstream!
(to the other kids)
It's Will Stronghold! The son of the Commander and Jetstream!

Everyone quiets down and stares at Will. So much for blending in.

RON (cont'd)
I am so sorry, sir. My name is Ron Wilson, Sky High bus driver. If there is anything I can do to make your journey more comfortable, please let me know.

He turns to the kids sitting in seat right behind him.

RON (cont'd)
You two, get up. The seat behind me is reserved for Will Stronghold.

ETHAN, a nerdy boy, starts to stuff his books back into his Commander and Jetstream knapsack.

ETHAN
It would be an honor!

WILL
That's okay. You really don't have to--

ETHAN
I want to.
(holding up book)
Chapter 2 of the school handbook -- your Grandfather was one of the founders of Sky High. You're third generation, man!

He turns to his seatmate, MAGENTA, a funky-looking girl with purple hair and a bad attitude.

ETHAN (cont'd)
Come on, Magenta. Get up.

MAGENTA
Why do I have to get up? He only needs one seat.

ETHAN
So he can sit with his girlfriend. *

WILL *
Girlfriend? Who, Layla? No, we've * been friends since forever. *

LAYLA
Yeah, just friends. *

Layla holds her smile a little too long. A tiny bespectacled * KID leans over.

TINY KID
(suave)
In that case, hi. I'm Larry.

Layla's smile fades. *

WILL
C'mon, Layla. We'll just find a seat in the back.

Will and Layla head further back as the bus starts moving again.

ZACH
Hey, Will! Layla! What's up?

Will and Layla sit next to ZACH, a confident kid with a bit of a swagger.

WILL
Zach. How was your summer?

ZACH
To be honest, it was tough, man. Tough. I mean, I was seriously sweating it, listening to my Dad going, "I powered up before I started shaving," and here's me, halfway through August and zip.

WILL
(whispers)
So you haven't gotten your powers? *

ZACH
Dude, you think I'd even show up today if that happened?! Nope, woke up a few weeks ago, and -- bam!

WILL
Oh... that's great. So, what is it? Your power?

ZACH
Easy, cowboy. You'll have to wait and see like everybody else. But it's awesome, man. And, come on -- it's not like you've ever powered up in front of us.

SFX: BRAKES SQUEALING. *

RON (O.S.) *
Sorry. *

Ron stops the bus to let on another student. *

WILL
(shrugs)
You know... don't want to show off.

Layla takes note of Will's discomfort. Ron shuts the doors and checks his clipboard.

RON
Okay, that's everyone.

Ron yanks off his plain blue cap and replaces it with another blue cap with SKY HIGH written on the front. He rips a Velcro patch off the arm of his windbreaker, revealing another SKY HIGH logo.

RON (cont'd)
Next stop, Sky High!

9 EXT. FREEWAY - DAY 9

The bus whips through traffic, turning sharply down an empty off-ramp that corkscrews under the normal freeway.

10 INT. SCHOOL BUS - DAY 10

The students glance out the window. This is weird.

LAYLA
Where are we?

The bus picks up speed as Ron pulls a handle and --

KA-THUNK! LAP BARS snap down on the students and SEAT BELTS fire out of the seats and crisscross every kid.

RON
Hang on back there!
(grins)
We're goin' off road.

11 EXT. EMPTY ROAD - CONTINUOUS 11

The bus ROARS UP a road that dead-ends into a "ROAD CLOSED" SIGN. The Kids SCREAM, but Ron hits a button and the sign folds down. They SPEED towards another sign "ROAD ENDS". At the last possible moment:

The sign tilts down to become a RAMP. The bus SHOOTS OFF the ramp into the air. As the kids SHRIEK for their lives --

The bus sprouts WINGS and JET TURBINES. AND WE'RE FLYING! Ron pulls a loop-de-loop, causing even more terror.

RON
(snickers)
Freshmen.

The bus pops through the clouds and we see our destination...

SKY HIGH. The campus and its grounds sit atop a massive hovering platform. The kids press their faces to the glass in STUNNED SILENCE.

RON (cont'd)
There she is... Sky High. Kept aloft by the latest in anti-gravitational propulsion. She is in constant motion as a precaution against those who might have nefarious plans -- her location supplied to only a handful of qualified individuals... like myself.

The bus lands in front of the school.

12 EXT. SKY HIGH - CONTINUOUS 12

SHUNK! The bus doors slide open. As the kids start filing off...

RON
Word of advice: don't miss the bus. Because the bus waits for no one.
(then)
Except for you, Will. If you're ever running late, or running early, or just want to talk... give me a call.

He hands Will his business card: RON WILSON, BUS DRIVER.

WILL
Thanks, Ron.

RON
No, thank <u>you</u>, sir!

Ron gives a small tip of the hat as Will jumps off the bus. PAN UP as Will takes it all in...

TWO GIRLS chat as they FLY PAST the flagpole and its billowing American flag and Sky High flag.

A PRETTY GIRL walks by, trailed by two MISCREANTS, one of whom shoots a burst of electricity at her from his fingertips. The shock makes her drop her books.

ZOOOSHH! She whirls around and FREEZES the Miscreant in a block of ice. Will smiles. Cool.

A giant CHEERLEADER PYRAMID. It takes a beat for us to realize that the CHEERLEADERS all look exactly the same.

CHEERLEADERS
(cheer cadence)
Hello freshmen, don't be shy! Welcome newbies, to Sky High!

The pyramid UNITES into a single cheerleader: PENNY.

PENNY
We're number... ONE!

ANGLE ON: Two upperclassmen, LASH and SPEED.

LASH
Speed, round 'em up, will ya?

With a WHOOSH and a BLUR, Speed takes off running at super speed, around and around the freshmen, rounding them up like a herd of cattle. He SCREECHES to a stop.

SPEED
Your attention, please!

Lash slinks down the steps of Sky High and ends up next to Speed.

LASH
I'm Connor Andrews but everyone calls me Lash. This is my associate Sanford "Speed" Anopolsky and as representatives of the Sky High Welcoming Committee, we'd like to say... stay out of our way.

SPEED
He's just kidding, fresh-meat. But if you'll form a line, we'll be happy to collect the $15 new student fee.

Lash STRETCHES out his arm, his palm stopping right in front of Ethan. The fingers waggle, "hand it over", and then the arm retracts until Lash is right in Ethan's face.

ETHAN
Um, there was nothing about a new student fee in the handbook!

GWEN (O.S.)
Okay guys, very funny. I'll take it from here.

Will turns as a staggeringly gorgeous girl named GWEN approaches. Her smile transfixes him. Layla notices.

GWEN (cont'd)
Hi everybody, I'm Gwen Grayson, your student body President. I can see you've already met two of my classmates...
(she smiles)
Don't mind them. They're a little rowdy but they're good guys.

SPEED
Your loss... We were going to cut you in for half.

Speed and Lash exit.

GWEN
I think you're all going to love it here at Sky High. I know I have...

As Gwen continues to talk, Will is mesmerized. Her speech devolves into BLAH, BLAH, BLAHS and his world goes into SLOW MOTION. Every flip of her hair and charming smile in detail--

Until Layla elbows him in the ribs, snapping him out of it.

GWEN (cont'd)
...And if you can just remember those three simple rules, I guarantee you won't fall off the edge of the school.

WILL
(turning to Layla)
Rules? What rules?

LAYLA
Weren't you paying attention?

WILL
(faking)
Oh. Those rules.

Layla rolls her eyes.

13 INT. GYM - MOMENTS LATER 13

The freshmen file in (now wearing name tags.) One wall of the gym is a massive window through which we see CLOUDS floating silently by. It's an awesome sight.

Suddenly, an incoming WHOOSH causes the freshmen to duck in unison. A fiery COMET careens around the gym before stopping to hover over a podium, where it TRANSFORMS INTO --

PRINCIPAL POWERS. A stern and commanding presence.

PRINCIPAL POWERS
Good morning, I'm Principal Powers. On behalf of all the faculty and staff... welcome to Sky High!

ZACH
Woo-hooo! Yeah!

Zach's cheering ECHOES throughout the gym... until Powers shoots him the Mother of All Looks and his enthusiasm melts into cricket-chirping SILENCE.

WILL
(whispers)
If your power's turning invisible, this may not be a bad time...

PRINCIPAL POWERS
You are all now part of the most unique high school in the world. Founded in 1951 after public schools found it impossible to safely deal with the post-war superhero baby boom, our mission is to mold today's students into tomorrow's heroes. Sky High graduates have gone on to apprehend 62 of the world's most dangerous super-villains, thwart 27 alien invasions, and rid our nation's preschools of peanut dust.

Everyone cheers, except Zach... who is gun shy. She shoots him a look, then he joins in.

PRINCIPAL POWERS (cont'd)
A few minutes from now, you'll go through Power Placement, and your own heroic journey will begin...

Powers' speech fades into the background, as Will hits on --

WILL
(whispers)
"Power placement?"

LAYLA
Sounds fascist.

ETHAN
(leaning in)
Power Placement, chapter nine. It's how they decide where you go.

MAGENTA
(chimes in)
The hero track or the loser track.

WILL
There's a loser track?

ZACH
They can call it whatever they want, but if you don't make Hero then you're just a Sidekick.

ETHAN
Uh, the preferred term is "Hero Support."

WILL
And this test is today?!

MAGENTA
Weren't you listening to a word Gwen was saying?

ZACH
What are you worried about? You're a Stronghold. You'll rule.

PRINCIPAL POWERS
And may I say, it's so nice to see the wondrous talents of our most prestigious alumni being carried on in our latest class of superheroes. I'm sure we won't disappointed.

And she looks RIGHT AT WILL. He can barely muster a gulp. Only Layla notices.

PRINCIPAL POWERS (cont'd)
And now... good deeds, and good luck.
(then)
Good day.

And with that she MORPHS BACK into a COMET and blasts out over the kids, who duck and turn, now facing --

The gym floor, where a PLATFORM slowly rises, TO REVEAL:

COACH BOOMER. He's got the whistle. The clipboard. The Ponch-and-John sunglasses, even though we're indoors.

BOOMER
All right, listen up. My name is Coach Boomer. You may know me as "Sonic Boom," you may not. Frankly, I could give a fig. Here's how Power Placement is gonna work...
(points to the platform)
You will step up here and show me your power. And yes, you will do so in front of the entire class.

Will looks queasy.

BOOMER (cont'd)
I will then decide where you will be assigned -- Hero or Sidekick.
(he scans the group)
Now. Every year there are a few students -- or as I like to call them, "whiner babies" -- who feel the need to complain about their placement. Let's get one thing straight: my word is law. My judgment is final. And there will be no whiner babies. Are we clear?

Scattered MUMBLES.

BOOMER (cont'd)
I said... ARE WE CLEAR?!

Boomer's SHOUT causes SONIC RIPPLES that pulse out across the gym, causing the kids to cover their ears and the basketball backboard to SHATTER. The response is immediate.

FRESHMEN
(all together)
Yes, Coach Boomer!

BOOMER
Let's not make Coach Boomer raise his voice again. Now... go-time!

Boomer points his clipboard at Larry, the tiny kid from the bus.

BOOMER (cont'd)
You! What's your name?

LARRY
(terrified)
L-L-Larry.

BOOMER
Little Larry, get up here. Now.

Tension builds as Larry climbs onto the platform. Layla can't bear to watch. She turns to Will.

LAYLA
What's humiliating him in front of everyone gonna prove? This is so unfair.

WILL
If life were to suddenly get fair, I doubt it would happen in high school.

Larry takes off his glasses. Closes his eyes. Concentrates...

Suddenly the tiny Larry TRANSFORMS into a hulking, stone-skinned BEHEMOTH. The class GASPS in awe. But Boomer isn't impressed yet. Boomer presses a button.

BOOMER
Car!

From a chamber hidden in the ceiling a CAR suddenly PLUMMETS. Larry catches it with no effort and drops it onto its tires. Boomer smiles and makes a note on his clipboard.

BOOMER (cont'd)
Big Larry... Hero!

Big Larry beams with pride. The CAMERA SHAKES as he walks to the "hero" side of the bleachers. Boomer presses another button and the car retracts into the ceiling. Will looks even more nervous; Zach shrugs it off.

ZACH
Okay, so he's good. But I'm better.

Zach bounds up onto the platform.

BOOMER
Did I say you were next?

ZACH
Name's Zach, Coach Boomer. Try not to drop your clipboard.

Zach cracks his neck, then his knuckles, getting loose. All eyes are on Zach and his elaborate warm-up.

BOOMER
Any day now, superstar.

ZACH
I'm doing it.

BOOMER
Doing what?

ZACH
I'm glowing.

BOOMER
I don't think so.

ZACH
Well, it's easier to see in a dark room.

(MORE)

ZACH (cont'd)
Maybe we could turn off the lights, or you could cup your hands around your eyes and get up real close...

BOOMER
Sidekick.

ZACH
Are you sure you don't want to just turn off the lights?
(off Boomer's look)
Yeah, yeah, yeah. Sidekick.

Zach shuffles off to the sidekick side of the bleachers. Boomer points to Ethan.

BOOMER
You! Front and center!

Ethan nervously approaches.

ETHAN
Coach, I'd like to begin to saying what an honor it is to--

BOOMER
Is that your power? Butt-kissery?

ETHAN
No, sir.
(chuckling)
Very funny, sir. I'd heard you had a wicked sense of humor but I--

BOOMER
Shut up and power up!

ETHAN
Right away, sir!

And then... HE MELTS. Literally, the boy becomes a puddle.

BOOMER
Say, that's pretty impressive. For a popsicle. Sidekick!

Ethan SLOSHES OFF to the sidekick bleachers to derisive LAUGHTER.

INTERCUT SHOTS of students showing off their powers with shots of Will growing increasingly worried as the crowd around him thins out.

-A BOY strikes a muscle pose -- and sprouts FOUR EXTRA ARMS.

BOOMER (cont'd)
Hero. And see me about the wrestling team.

-A BOY jumps into the air and tucks up his legs, MORPHING into a BOUNCING BALL.

BOOMER (cont'd)
Sidekick!

Boomer kicks the ball out of frame.

-A WIRY KID shuffles up to Boomer. He TRANSFORMS into a carbon copy of Boomer. The two Boomers point at each other and smile.

FAKE BOOMER
Hero!

BOOMER
Hero!

-Now it's Magenta's turn.

BOOMER (cont'd)
Lemme guess. You have the power to turn your hair the ugliest shade of purple I've ever seen.

MAGENTA
Yeah, hah hah hah. I'm a shape-shifter.

BOOMER
So what's your shtick? Rhino? Tiger? Swarm of killer bees?

MAGENTA
Actually...

Boomer's eyes follow Magenta to the floor as she MORPHS into a normal-looking albeit bright purple furball...

BOOMER
(unimpressed)
Hamster? Not even a <u>swarm</u> of hamsters? Sidekick!

Boomer scans the students below him. Only Will, Layla, and a few others remain. Will squirms.

BOOMER (cont'd)
You! Flower Child! Let's go!

Layla looks at Will and makes a sudden decision.

LAYLA
I believe powers should only be used when the situation demands it.

BOOMER
Well, you're in luck. I'm the situation and I'm demanding.

LAYLA
To participate in this test would be to support a flawed system. I think the whole Hero/Sidekick dichotomy only serves to--

BOOMER
Lemme get this straight. Are you refusing to show me your powers?

The students all cover their ears.

LAYLA
Well, it's a lot more complicated than that. I mean--

BOOMER
SIDEKICK!

The SONIC WAVE knocks Layla off her feet. Will rushes to help her as Boomer points to someone else. *

BOOMER (cont'd)
String-bean, you're next.

A SKINNY GIRL starts to slowly spin in place --

BOOMER (cont'd)
This ain't the ballet, Missy.

-- but the spinning gets so fast that she BORES RIGHT THROUGH THE FLOOR and disappears. Boomer peers into the crater.

BOOMER (cont'd)
Good news? Hero. Bad news? This floor ain't gonna fix itself. We'll pick it up right after lunch.
(looks at Will)
Starting with you.

14 INT. CAFETERIA - LATER 14

Will looks anxious as he, Layla, Ethan and Zach walk with their trays. Trailing behind the others, Will bumps into someone. He looks up and sees a tough, BROODING KID glaring at him.

WILL
Oh, sorry about that.

The tough kid just glares and moves on.

ZACH
I'm telling you, Boomer's gonna regret making me a sidekick. Someday, it'll be dark and he'll be all alone, walking to his car... and he'll drop his keys. And I won't glow to help him find them.

BOOMER (O.S.)
You got a problem with me?

Zach spins around to find Boomer staring down at him.

ZACH
Uh... no, Coach. I just--

But "Boomer" suddenly transforms back into the cloner kid from Power Placement.

FAKE BOOMER
Just messin' with you, Sidekick. *

He walks off, laughing. Zach is not amused.

ETHAN
(calling after him)
You're not supposed to use your powers outside of the gym! Chapter ten!

They sit down at a table. Will looks up and locks eyes with the kid he bumped into.

WILL
Okay, am I crazy or is that guy staring at me?

ZACH
(does a sly look-over)
Oh, man. Dude.

WILL
What?

ZACH
That's Warren Peace.

LAYLA
(creeped out)
<u>That's</u> Warren Peace?
(MORE)

LAYLA (cont'd)
I've heard of him. Mom's a hero, Dad's a villain... major issues.

WILL
So? Where do I come in?

ETHAN
If I may? Your dad busted his dad. Fifty years in the super-slammer, no chance for parole.

The impact of that begins to sink in.

WILL
Great. First day of Sky High and I already have an arch-enemy.
(beat)
Is he still looking?

LAYLA
No.

Will sneaks a peek. Warren is GLARING RIGHT AT HIM.

WILL
(turns back)
I thought you said he wasn't looking!

LAYLA
Well I didn't actually look. I mean, what if he was?

Will shakes his head.

14A EXT. CAFETERIA - LATER 14A

Will, Layla and Zach exit the cafeteria -- and Will bumps right into Gwen.

WILL
Oh, God! I'm--

GWEN
Will Stronghold.

WILL
You know my name?

GWEN
Well, the name tag helped.

Will looks down at his shirt in embarrassment.

WILL
Right... uh, these are my friends, Zach and--

GWEN
(smiling)
Layla. Got it. I'm Gwen.
(to Layla)
That's a pretty flower in your hair.

LAYLA
(thrown off)
Thanks.

GWEN
So how's Power Placement going?

Zach looks at his shoes. Will puts on a big, fake smile.

WILL
So far, so good.

GWEN
Not surprised! Listen, I need a freshman rep for the Homecoming Committee. If you're interested, we can talk about it over lunch sometime.

WILL
Lunch. With you.

Gwen laughs, thinking his disbelief is an act.

GWEN
(to Layla)
How cute is he? Well, I'll see you guys around.

Gwen walks off to talk to join some other students. Will stares at her, speechless. He turns to go... SMACKING right into Warren. Will quickly hustles off.

15 INT. MEN'S ROOM - MOMENTS LATER 15

Will enters.

ETHAN (O.S.)
C'mon, guys -- the student handbook is pretty clear on hazing--

A TOILET FLUSHES. A stall SWINGS OPEN and a dripping-wet Ethan comes running out. He sees Will and musters his dignity.

ETHAN (cont'd)
See ya! Thanks for the swirly!

As Ethan exits, Lash and Speed emerge from the stall laughing.

WILL
Uh... what's up, guys?

SPEED
Kid looked a little dehydrated. So how 'bout it, Stronghold? Gonna hang with us this year?

LASH
Help us bring pain to the Sidekicks?

They loom over Will, backing him up to the wall.

WILL
That sounds. Fun.

SPEED
Good man! See ya 'round.

Lash and Speed exit. Tight on Will as he stares at himself in the mirror -- the pressure just got kicked up a notch. *

16 OMITTED 16

17 INT. GYM - JUST BEFORE CLASS 17

Boomer is polishing his whistle when Will approaches.

WILL
Uh, Coach? Could I have a word with you?

BOOMER
Bob Stronghold's boy, right? Couldn't wait for the rest of the class.

WILL
It's not that exactly. It's...

The BELL RINGS and the other STUDENTS rush into the gym. Will grimaces. He'd wanted to talk to the Coach alone. He quickly whispers something to Boomer.

BOOMER
What do you mean, you don't know what your power is?!

The class is stunned silent. Will is on the brink of panic when --

BOOMER (cont'd)
Oh, I gotcha. Messing around with the Coach. Just like your old man.
(pressing a button)
CAR!

Will looks up -- TOO LATE. The car CRASHES to the gym floor right on top of him. He doesn't get crushed because he's just skinny enough to fit under it, but he's hopelessly pinned.

The car retracts to the ceiling. Will stands up.

WILL
Are you crazy!! I don't have super strength!

A thought occurs to Boomer.

BOOMER
So you're a Flyer, huh, just like your mom? Why didn't you say so?

Boomer presses another button, operating an air ram under Will. He goes flying off the platform... SPLATT... into the floor.

BOOMER (cont'd)
Kid, stop messing around. I don't have all day. What's your power?

WILL
(from the floor)
I...don't...have...one.

Boomer crosses his arms. Well I'll be damned.

BOOMER
STRONGHOLD: SIDEKICK!

The words RADIATE OUT from the gym in a SHOCKWAVE...

18 INT. CLASSROOM 18

Boomer's voice causes the room to QUAKE. The TEACHER breaks her chalk. In the back of the room, Lash and Speed stop messing around long enough to listen and snigger...

19 EXT. LADIES' ROOM 19

The acoustic wave RUMBLES down the hallway. Gwen and Penny stand in front of the mirror trying out different shades of lipstick. The mirror cracks. Gwen and Penny share a surprised look... *

20 INT. PRINCIPAL'S OFFICE 20

Principal Powers looks up with concern and CATCHES a flower vase just before it slides off her desk...

21 EXT. SKY HIGH 21

The SHOCKWAVE ripples out past the flags, until at last...

22 INT. SCHOOL BUS 22

Ron finishes Windexing the door windows of the bus. He steps back to admire his work. The shockwave SHATTERS the glass.

CUT TO BLACK.

FADE IN:

22A INT. NURSE'S OFFICE - DAY 22A

Will sits on an examination table, an ice bag on his head. NURSE SPEX taps Will's knee with the reflex hammer. Slight kick. *

NURSE SPEX
I remember doing this to your father when he was your age. He kicked me right through that wall.

WILL
(nervous)
You haven't called him yet, have you?

NURSE SPEX
Yeah, like I want to be the one who tells the Commander his son has no powers.

She laughs, then notices the look on Will's face. *

NURSE SPEX (cont'd) *
I just can't believe you managed to keep it from him so long. *

WILL *
(shrugs) *
I sawed halfway through all our furniture. Every time he got suspicious, I just broke another chair. *

She nods, impressed. *

NURSE SPEX *
Let's take a look at your chest.

Nurse Spex listens to Will's heartbeat with a stethoscope, then blinks twice and shoots TWIN X-RAY BEAMS at Will's chest, TO REVEAL:

Heart and lungs pumping. And, inside the wall behind him, electrical conduits where Spex's beam misses Will's chest.

NURSE SPEX (cont'd)
Well, nothing seems to be broken. And I'm glad to see you're not smoking.
(makes a notation)
In fact, you're in perfect health.

WILL
Except for the fact I have no powers.

NURSE SPEX
Maybe you're just a late bloomer. You could still get one -- or both -- of them: your mom's flying or your dad's super-strength.

WILL
But when?

NURSE SPEX
The kids who get bit by radioactive insects or fall in a vat of radioactive waste, their powers usually show up the next day. But kids who inherit their powers? Impossible to say.

WILL
But I will get them.

Long beat.

NURSE SPEX
Theoretically.

WILL
"Theoretically?!"

NURSE SPEX
As you know, many Sidekicks are the offspring of one super-parent and one ordinary parent. But there are cases -- rare but not unheard of -- where the child of two super-powered parents never acquires any powers whatsoever.

WILL
There are?

NURSE SPEX
Well, only one that I know of. You've met Ron Wilson, bus driver?

Will looks out the window and sees...

22B EXT. SKY HIGH - AT THAT MOMENT 22B

Ron sweeps up the shards of glass from the blown out door. And then, thinking no one's looking, he pretends to ride the broom.

22C INT. NURSE'S OFFICE - AT THAT MOMENT 22C

Will turns away from the window, utterly depressed.

23 INT. STRONGHOLD KITCHEN - NIGHT 23

Bob sits at the table admiring the last remnant of the Giant Robot -- a beach ball-sized metallic eye -- while Josie prepares dinner and talks on the phone.

JOSIE
A three and a half bath Victorian with original crown molding? You bet we'd love to take a look. How's--

She puts her hand over the mouthpiece and turns to Bob.

JOSIE (cont'd)
When are we briefing the President on supervillian infiltration of the IRS?

BOB
Monday.

JOSIE
(back on the phone)
--Tuesday?... Great. No, thank you, Linda.

She hangs up.

JOSIE (cont'd)
Two new listings, closed an escrow, and defeated a giant robot. Not bad for a day's work.

Will enters.

BOB
Hey, Will!

WILL
Hey, Dad. Mom.

BOB
So, how was your first day?

Will takes a deep breath. This is it.

WILL
Um, it was... Actually, Dad, I kinda need to talk to you about something. *

BOB
Oh, a little hero-to-hero talk. I know just the place.

Bob winks at Josie and stands, tucking the robot eyeball under his arm.

23A INT. STRONGHOLD DEN - MOMENTS LATER 23A

Will follows Bob into a stately and impressive room. Dad shuts the door behind them.

WILL
(pressing on)
So here's the thing--

BOB
This isn't the place, Will...
(a sparkle in his eye)
This is the place.

Bob swings aside an oil painting, revealing a computerized TOUCH SCREEN. A beat, on Will. This is clearly a big deal.

WILL
The secret sanctum?

Bob nods.

BOB
I'll always remember the day I started Sky High. Your grandfather finally trusted me enough to give me the key to his secret sanctum. Of course, in those days, we still used keys...
(then)
Go ahead, son. I added your biometrics this morning.

Bob grins. He's been waiting years for this moment. Will knows he should say something. But he can't. He slowly reaches for the touch screen.

BOB (cont'd)
Just remember one thing. You must never bring anyone into the secret sanctum. That's why it's called the secret sanctum. * * * *

WILL
I understand.

Will puts his hand to the screen, which glows and BEEPS a coded sequence. Suddenly, the LIQUOR CABINET pops open to reveal TWO POLES.

23B INT. SECRET SANCTUM - MOMENTS LATER 23B

Father and son descend on the poles. Will looks around the sanctum...

IT'S AWESOME. High-tech gadgetry, old-school touches. Very Jack Kirby. But most incredible of all--

WILL
Oh... My... You've got a pool table!

BOB
And a pinball machine!

Indeed, the "game" area of the sanctum features a pool table and a "Commander and Jetstream" pinball machine. (Josie holds the high score.) Bob continues the tour.

BOB (cont'd)
Now, you've got your mom's stuff over here, your scientific equipment and what-not.
(then noticing)
Will?

Will has walked off, drawn by --

THE TROPHY WALL, framed by velvet curtains, where numerous trophies are lovingly hung and illuminated: ALIEN BATTLE ARMOR. A ROBOTIC INSECT. A TITANIUM SKULL. THE PACIFIER. Will is blown away.

BOB (cont'd)
Our greatest battles. Our finest moments. Ticranium's head. Exo's bug-bots.

WILL
(pointing)
Whoa! Is that--

BOB
(nodding)
Royal Pain's Pacifier. That was a great day, the first time your mother and I teamed up to fight evildoers. It's my proudest possession.

Bob delicately takes the Pacifier off the shelf and shows it off to his son.

WILL
It's incredible. What's it do?

BOB
(shrugs)
No idea.

He puts it back on the shelf, then drapes an arm over Will's shoulder.

BOB (cont'd)
This wall tells our story, your mother and me, of kicking butt and taking names. But your story, son? Yours is just beginning...

Bob opens the curtains a little more, revealing a portion of the Trophy Wall that is empty but which bears the name: WILL STRONGHOLD.

BOB (cont'd)
Saved a spot for you.

A subtle reaction, but Will is moved.

BOB (cont'd)
So, what'd you want to tell me?

Will looks from the trophy shelf to his father's proud smile. He can't bring himself to break his dad's heart.

WILL
That I'm gonna kick your butt in pool!

BOB
(smiling)
We'll see about that.

Bob places his palm on another touch screen. A cabinet slides open to reveal a dozen pool cues.

BOB (cont'd)
Choose your weapon, sir.

We PUSH IN slowly on the ROBOT'S EYE.

ROBOT EYE'S P.O.V.

Of Will and Bob as they prepare to "break," then --

MATCH CUT TO:

24 INT. VILLAIN'S LAIR - SIMULTANEOUS 24

Royal Pain and Stitches watch on a view screen. Royal Pain speaks in his familiar electronically scrambled voice.

STITCHES
You were right. He took it home.

Royal Pain hits a button and the eye ZOOMS IN on Bob.

ROYAL PAIN

Of course he did. The man's got an ego the size of... well, a giant robot.

On the view screen, we see Will's uneasy expression. *

DISSOLVE TO: *

25 OMITTED 25

26 OMITTED 26

27 OMITTED 27

28 OMITTED 28

29 OMITTED 29

30 OMITTED 30

31 EXT. WILL'S HOUSE - LATER THAT NIGHT 31

Will has a special alone spot: outside his bedroom window, above the garage. He crawls out onto the roof and sits.

A moment or two of quiet. Then a TREE moves. Just a little at first...then more...THE TREE IS GROWING.

WILL

Hey, Layla.

Layla steps off the tree, like an elevator, and takes a seat next to Will.

LAYLA

Where were you after school? I was worried. Ron was worried.

WILL

I went to see the nurse. The news just keeps getting better. Turns out I may never get my powers.

LAYLA

(nods sympathetically)

How did your dad take it?

A beat, as Will's expression gives Layla her answer.

LAYLA (cont'd)

Will, I think you're making a big mistake--

WILL
What was I supposed to do? He showed me the secret sanctum.

LAYLA
You have to tell them.

WILL
You don't get it. My parents are like the greatest heroes on the planet. They expect greatness from me. *

He looks off into the night. A sad SIGH. Layla hates to see him like this.

LAYLA
Okay, so you're a sidekick. It doesn't have to be the end of the world. When life gives you lemons...

Layla holds up her hand and concentrates. A tree branch comes into frame. She plucks a lemon off it.

LAYLA (cont'd)
...make lemonade.

WILL
You have an awesome power, you know that? You could've made Hero easy.

LAYLA
I'm not into labels. As you can see by my fashion sense...

They laugh.

WILL
Seriously, why would you <u>choose</u> to be a Sidekick?

Layla looks at him. And lies.

LAYLA
Because the whole thing is stupid. Dividing people into groups like that. I mean, what is this--

WILL
High school?

Layla smiles and playfully tosses the lemon at Will.

PULL BACK as they sit there, beneath a sky full of stars.

32 INT. SCHOOL BUS - MORNING 32

The same ride but the mood is different. As the bus soars and dips through the sky, the Sidekicks lift their arms and SHOUT like they are on a roller coaster.

Except Will. Layla grabs his arms and raises them. He rolls his eyes at her. *

33 INT. SIDEKICK CLASS - DAY 33

Will sits with Layla, Magenta, Zach, Ethan and others from Power Placement. The bell RINGS and MR. BOY, 45, enters. Red sport coat, blue tie, khakis that barely curtail his gut. Your standard schlubby high school teacher. *

MR. BOY
Good morning, class. Welcome to Hero Support. My name is...

He dives behind a screen and does a cop-show roll out the other side... IN A SPANDEX COSTUME that last fit in the eighties.

MR. BOY (cont'd)
...All American Boy!

Jaws drop. If he notices or cares, Mr. Boy doesn't let on.

MR. BOY (cont'd)
Well, today I go by "Mr. Boy". And it's my privilege to help you become the best Sidekicks -- I mean, <u>Hero Support</u> -- you can be.

The word "HERO" is writ large on the blackboard. An arrow goes down, leading to a place where Mr. Boy writes: "YOU."

MR. BOY (cont'd)
This is you. The foundation. The bedrock. Without Hero Support, there would be no Heroes. Well, there probably <u>would</u> be...but they'd be lonely. Very lonely indeed.

Zach raises his hand.

MR. BOY (cont'd)
Yes, Mr...
(checks seating chart)
Springer.

ZACH
When do we pick our names and costumes? Because I call dibs on "Zach Attack".

MR. BOY
Ah... you don't really get to pick. At graduation, you will be assigned to a hero and he or she will decide what you are called and what you wear. Mostly to avoid clashing colors.

ZACH
That's lame.

MR. BOY
Don't I know it. I had my heart set on "Quicksilver", but, when I got assigned to the Commander -- red, white, and blue it was.

He pulls down a poster: the Commander and All American Boy in happier times, striking a heroic pose. Will stares at the poster... this is news to him.

WILL
Excuse me... You worked for the Commander?

MR. BOY
With the Commander. Yes.

WILL
But... I thought he just worked with Jetstream. I'm pretty sure I would've heard about you.

MR. BOY
And why is that, Mr...
(checks seating chart)
...Stronghold. Stronghold?
(then)
You're Bob's son?

WILL
Yup.

MR. BOY
(hurt)
He's never mentioned me? Really?

WILL
Nope.

MR. BOY
Not a photo or a...

WILL
Sorry.

MR. BOY
(snarky)
Maybe he should have said "look out behind you" before he put that knife *in my back.*
(then, with glee)
And now his son is my class. My, how the worm turns.

Suddenly, a HUGE EXPLOSION, from somewhere O.S.

MR. BOY (cont'd)
Incoming!

The lights flicker, then die out. TOTAL DARKNESS. Zach GLOWS GREEN, like a glow stick. Layla smiles. *

LAYLA
Oh look, he totally glows.

A teacher enters. MR. MEDULLA.

MEDULLA
Little misfire in the Mad Science Lab. No need to panic.

The lights pop on, to reveal that Medulla has a brain-swelled head the size of a globe.

MR. BOY (O.S.)
No -- no, of course not, Mr. Medulla! We in Hero Support are trained not to panic.

Mr. Medulla looks around for Mr. Boy... and finally spots him clinging to an overhead duct like a frightened cat. But the duct can't bear his weight and crashes to the floor, taking Mr. Boy with it. He inelegantly bangs his chin on his desk, *then falls head-first into a garbage can.*

BEGIN MONTAGE

34 OMITTED 34

35 INT. SKY HIGH CORRIDOR - DAY 35

The gang walks the hall. Lash STRETCHES his hand and flicks Ethan's earlobe. Ethan spins around but Lash is gone.

36 INT. SCIENCE FOR SIDEKICKS CLASS - DAY 36

The Sidekicks take notes as Medulla uses a pointer to lecture from a chart. Like the "Animal Kingdom" chart from your 10th grade bio class, but this one's titled:

"TABLE OF SUPER-POWERS," branching down into categories -- Telepathic, Radioactive, Elemental, Strength/Speed -- then further down into sub-categories.

37 OMITTED 37

37A INT. SKY HIGH CORRIDOR - DAY 37A

Will walks the hall as Warren Peace comes in the other direction, staring threateningly with every SLO-MO step.

38 INT. SIDEKICK CLASS - DAY 38

Mr. Boy at the board. Below "ENGLISH FOR SIDEKICKS," he's written: "Holy ____, ____ Man."

39 INT. SKY HIGH CORRIDOR - DAY 39

Lash flicks Ethan again. Will sees it, whispers to Ethan.

40 INT. CAFETERIA - DAY 40

Penny butts in front of the Sidekicks and shoots a nasty grin over her shoulder. Layla GLARES at Penny's salad and the lettuce wilts into BLACK GOO. Will smiles.

41 INT. SKY HIGH CORRIDOR - DAY 41

Lash spots Ethan. But this time when he goes for the flick, Will nods and Ethan MELTS, causing Lash to flick Boomer on the face. As Boomer inhales to EXPLODE, we--

END MONTAGE

42 INT. LIVING ROOM - EVENING 42

The gang is sprawled around the room, ostensibly studying.

ZACH
The look on Boomer's face -- how classic was that?

WILL
My ears are <u>still</u> ringing. So what's next?

Ethan turns a page in their textbook.

ETHAN
A radioactive zombie is charging at your hero. Do you hand him A) his silver-tipped crossbow, B) a wooden spike, C)--

ZACH
That's so weak. I'm already holding the crossbow, why can't I just shoot the zombie myself?

WILL
'Cause we're Hero Support. And if your hero asks for a crossbow, you hand it to him.

The Sidekicks all nod.

ETHAN
Actually, the correct answer is D, all of the above. As long as you go for the brain. You can only kill a zombie by destroying his brain.

BOB (O.S.)
If you kids are all in here, who's out there saving the world?

All heads turn as THE COMMANDER enters. Majestic in his uniform. The man knows how to make an entrance.

WILL
(nervous)
Dad, why are you home so early?

BOB
Eh, after I stopped the Superdome from collapsing, I decided not to stick around for the rest of the game.
(then)
I see you and Layla have made some new friends...

Ethan steps forward.

ETHAN
It's an honor to meet you, Commander.

Bob shakes his hand. Ethan winces slightly, but maintains his smile.

BOB
What's your name, what's your power?

ETHAN
I'm Ethan, sir. And I melt.

BOB
Okay.

ZACH
Zach. I glow.

BOB
I see.

MAGENTA
Magenta. I shapeshift.

BOB
(impressed)
Oh?

MAGENTA
Into a hamster.

BOB
(let down)
Oh.
(then)
Well, nice to meet everyone. Will, could I see you for a minute?

Dad exits, still smiling genially. A nervous Will follows him out of the room.

42A INT. KITCHEN - AT THAT MOMENT 42A

Bob is pulling sandwich fixings out of the fridge and putting them on the counter.

BOB
Glowing? Boy, they've really lowered the bar for heroes.

WILL
Actually, Dad, he's a sidekick. Actually, they all are.

Dad takes a beat.

BOB
Oh. I get it.

WILL
You do?

BOB
Get to know the sidekicks now, so when graduation comes you'll get pick of the litter. Clever.

42B INT. LIVING ROOM - AT THAT MOMENT 42B

The sidekicks look at each other in awkward silence--

WILL (O.S.)
"Pick of the litter?" They're not dogs, Dad, they're people -- good people -- and what they do is important.

--as we realize that every line is audible in here.

42C INT. KITCHEN - AT THAT MOMENT 42C

BOB
Geez, Sky High's gotten pretty PC.
(rolling his eyes.)
Sidekicks are people, too. I get it.

WILL
Yeah, sure you do. That's why you dumped All American Boy for no good reason.

BOB
No good reason? The guy didn't know his "look out" from his "look out behind you."
(then)
Wait a minute. Where did you hear about Boy?

Deep breath.

WILL
In sidekick class.

BOB
What were you doing in sidekick class? Did you get lost?

WILL
I'm a sidekick, okay?! I washed out of Power Placement.

A beat, as Bob sees he's serious.

BOB
My son. A sidekick.

WHAM! Bob slams his fist and everything on the kitchen *counter jumps six inches in the air.*

BOB (cont'd)
Boomer. Couldn't make the big time, so now he thinks he can pass judgment on some real heroes' kids? It's a power trip, that's all it is. "Sonic Boom?" Try "Gym Teacher Man".

Bob grabs the phone.

WILL
Dad, what are you doing?

BOB
Calling the school. I mean with the tuition we pay...

WILL
Dad, don't.

Bob realizes he's accidentally crushed the cordless phone.

BOB
Damn.

He opens a drawer where there are ten others.

WILL
Dad, it's not Coach Boomer's fault. It's mine. I don't have any powers.

Bob looks at Will in utter disbelief.

BOB
But -- you never said -- I mean, all those broken chairs... you made it seem like... *

WILL
I had super-strength. Like you. But I don't. And you know what? It doesn't bother me anymore. 'Cause the truth of the matter is, I kind of like being a Sidekick.

Will starts to leave, then stops.

WILL (cont'd)
And by the way... it's Hero Support.

Will smiles as he exits. HOLD ON BOB, totally mortified.

42D INT. LIVING ROOM - AT THAT MOMENT 42D

Will enters and casually takes his seat.

WILL
So I think we pretty much covered Zombies. What's next?

A beat. Will notices that the sidekicks are staring at him in awe.

WILL (cont'd)
What?

Layla glances at Ethan, who nods and opens his book.

ETHAN
Your hero flies north at 300 miles per hour for fifteen minutes...

Layla catches Will's eye and smiles at him proudly. HOLD ON Will. A little proud of himself, too.

43 INT. SECRET SANCTUM - NIGHT 43

Bob is trying to calm down by playing pool. He racks the balls. Josie hands him his cue stick and he furiously grinds chalk into it.

BOB
All I ever wanted was for him to save the world.

JOSIE
That's a lot to put on a fourteen-year-old's shoulders.

BOB
When I was his age, I could put a Mack truck on my shoulders!

Bob angrily slams the pool cue *THROUGH* the cue ball. Josie puts a tender hand on his shoulder.

JOSIE
Honey, I know you're disappointed. So am I. You think I didn't want to see my son fly?

BOB
Or have super strength.

JOSIE
Or fly.
(then)
But we can't change who he is. Not without dropping him into a vat of radioactive waste.

Bob considers this for a moment.

JOSIE (cont'd)
Bob!

BOB
No, you're right, you're right. I *mean, where would we even find a vat--*

JOSIE
Bob!

BOB
You're right.

HOLD ON Bob, as he looks wistfully at his son's empty trophy case, imagining what will never be.

44 INT. SCHOOL BUS - DAY 44

The bus lands in front of the school.

RON
Welcome to Sky High! Have a SUPER day!

Ron opens the doors with a SHUNK. Before a single student can get off, a hand snakes in GRABS RON'S HAT, then snakes back out. Ron runs off the bus, in a panic.

44A EXT. SKY HIGH - CONTINUOUS 44A

Will gets off the bus and sees Speed and Lash playing keep-away with Ron's hat.

RON
Hey! If you don't respect me, at least respect the hat.

WILL
C'mon, guys. Give it back.

SPEED
(to Lash)
You heard the Sidekick. Give it back.

Lash tosses the hat -- it lands in a puddle at Ron's feet. Speed and Lash laugh and walk off. Ron picks up the wet hat and defiantly puts it on his head. As water drips down his face, he nods a thank you to Will.

45 INT. CAFETERIA - DAY 45

Will heads into the cafeteria carrying his lunch tray. He looks around for a table. The SIDEKICKS see him and wave him over.

MAGENTA
Over here!

ZACH
I saved you a seat.

ETHAN
I saved you a pudding.

Will heads toward his friends. Lash and Speed see Will.

LASH
Check it out.

Lash surreptitiously STRETCHES his arm, snaking it along under the tables... until he TRIPS Will, who dumps his tray on Warren. At that precise moment --

Speed BLURS by and whispers to Warren

SPEED
How's your ol' man, flamer?

When Warren turns: Speed is gone, Will is there.

WARREN
You think you're so much better, just 'cause your name is Stronghold?

Warren IGNITES. Literally. Lash and Speed are loving it.

LASH
Oh, it is so on.

A CROWD closes in around Will and Warren. Flames lick up Warren's face. Will grabs a tray and holds it like a shield. Layla and the Sidekicks look hopeful -- until Warren incinerates the tray with a BALL OF FLAME.

MAGENTA
Not promising.

LAYLA
Somebody do something!

Mr. Boy springs into action--

MR. BOY
I'm on it!

46 INT. CORRIDOR - CONTINUOUS 46

--He runs out into the corridor, shouting.

MR. BOY
Principal Powers! Principal Powers!

He passes by Penny and Gwen. From the cafeteria, they hear...

CROWD (O.S.)
Fight! Fight! Fight!

Penny and Gwen run to see what's going on.

47 INT. CAFETERIA - CONTINUOUS 47

Penny multiplies and pushes the crowd apart. Gwen steps forward just in time to see Will bolt for the fire alarm -- then hit the floor hard. Lash retracts his arm.

LASH
(off Gwen's look)
Whaaaaat?

Will skitters under a row of tables; Warren jumps on top. Will crawls frantically as Warren stalks from above.

FIREBALLS left and right. Will runs out of table. He peeks up to see Warren looming above, relishing the end game.

WARREN
Where's your sidekicks, Sidekick?

ETHAN
(jumps into action)
Right here!

But Warren turns sharply, FLAMES ROARING. Ethan instantly melts and retreats. Warren turns to the rest of the sidekicks, who are frozen in terror.

WARREN
Anyone else?

Will moves past fear, to ANGER.

WILL
Leave them alone!

He jumps to his feet -- AND LIFTS THE TABLE. A shocked Warren wobbles, trying to keep his balance, as jaws drop all around. Layla is stunned. Gwen steps closer and smiles.

GWEN
He's strong...

WILL
I am?

Will hurls the table, sending Warren CRASHING across the cafeteria. Students scatter.

WILL (cont'd)
I AM!

Will reels on Speed and Lash.

WILL (cont'd)
Now who tripped me?

Speed is gone in a blur, leaving Lash looking scared. Lash puts up his arms like he's giving up, then STRETCHES his hands up to the ceiling and retracts to pull himself up.

Will smiles. Behind him, Warren charges.

48 INT. FACULTY LOUNGE - AT THAT MOMENT 48

It's quiet. Medulla holds a coffee mug in one hand and stirs it with the other while telepathically LEVITATING a book. Just behind him, Boomer pours his coffee.

BOOMER
C'mon, Medulla. A double-date is the only way she'll go out with me. Her twin sister digs the brainy type.

MEDULLA
I'm really not interested.

BOOMER
What if I said it's not just her twin, it's her <u>evil</u> twin?

Medulla cocks an eyebrow.

MEDULLA
This Friday, you say?

Boomer offers a toast, but just as their mugs CLINK --

Warren EXPLODES through the wall and slams into a pole. He gets up, shakes it off, and charges right back out the hole. A beat, as the teachers glance nonchalantly through the hole.

MEDULLA (cont'd)
Was that Baron Battle's boy?

BOOMER
Fire-kid. Yeah.

They sip their coffees and nod.

49 INT. CAFETERIA - AT THAT MOMENT 49

Warren rushes toward Will--

ZACH
Will!

Zach tosses Will a FIRE EXTINGUISHER. But Warren is too close for Will to use it... Will swings it and CLOCKS Warren in the face. Warren goes down, hard. Will's eyes go wide -- he doesn't know his own strength.

WILL
You okay?

Warren looks up, a glint in his eye.

WARREN
Think I can't take a hit?!

He bursts into FULL FLAME and lunges at Will. Will fumbles frantically with the fire extinguisher's pin. Warren is getting closer and closer. Will finally rips the entire top off the fire extinguisher. Its blast of foam sprays Warren. *

WARREN (cont'd)
Aaaarrgghhh!

Warren succumbs, his flames extinguished.

All is quiet. Then, an amazing sound makes Will turn: APPLAUSE. Students CHEER. Layla and the sidekicks are awash in a mixture of relief and amazement. Gwen flashes that awesome smile.

Will smiles back. He's feeling pretty good...until the crowd parts and Principal Powers steps through. Will's smile fades.

50 INT. DARK CORRIDOR - MOMENTS LATER 50

Principal Powers escorts Will and Warren down a corridor into what looks like a normal classroom -- but the door shuts with a loud VACUUM SEALING SOUND.

51 INT. DETENTION ROOM - CONTINUOUS 51

The boys squint into the blinding whiteness of the room. Walls, floor, ceiling, desks -- everything GLOWS WHITE.

WILL
I didn't do anything wrong -- he *started it.*

WARREN
After what you said about my dad--

Warren tries to flame up. Will winces. But there's NO FLAME.

PRINCIPAL POWERS
Don't bother. The Detention Room neutralizes all super-powers...

The boys slump in their seats in the exact same way -- then notice and quickly change positions.

PRINCIPAL POWERS (cont'd)
Here at Sky High, we do everything we can to show you how to use your powers. But what you do with them? That's up to you. Not me. Not your teachers. Not your parents. You.
(a beat)
Living up to your father's reputation...or trying to live it down. Both are a sad waste of talent. Your talent. Think about that the next time you find yourself about to do something stupid.

Principal Powers exits. A beat, as Will turns to Warren.

WILL
Look, whatever happened with our dads, it has nothing to do with us.
(offers his hand)
What do you say?

Warren looks down at Will's hand --

WARREN
I say...

Warren looks up, his eyes seething with RAGE.

WARREN (cont'd)
...if you ever cross me again, I'll roast you alive.

Excruciating silence, made even more awkward because they're stuck here.

52 EXT./INT. STRONGHOLD HOUSE - DUSK 52

Will runs up the front path and opens the door -- ripping it clear off its hinges. He sheepishly places it back in its frame, then turns around and sees his parents standing there. They've been waiting.

JOSIE
So, Will. Anything interesting happen at school today?

WILL
Well, as you may have noticed... I GOT MY POWERS!

Will is smiling. His parents are not.

JOSIE
Yes, we know. The principal called.

WILL
Okay, look. I know it sounds bad--

JOSIE
You nearly destroyed the cafeteria!

WILL
But Mom... I GOT MY POWERS!

JOSIE
And do you know how to use them wisely? Apparently not!

Bob has been glaring at Will in silence. Until now.

BOB
Sanctum. Now.

Will gets the look of death.

53 INT. SECRET SANCTUM - MOMENTS LATER 53

Bob stands with his arms crossed as Will slides down the pole.

BOB
William Theodore Stronghold...

Bob breaks into a broad grin and opens up his arms for a hug.

BOB (cont'd)
Come here!

WILL
You're not mad?

BOB
My boy's got super-strength! How could I be mad?

Bob yanks Will into a bear hug. CRACK-CRACK-CRACK!

WILL
Ow!

Will hugs back. CRACK-CRACK-CRACK!

BOB
Ow!
(then)
Wow! You are strong.

He releases Will.

BOB (cont'd)
Now just in case your mother asks, tell her I read you the riot act and *took away your Xbox.*

WILL
I don't have an Xbox.

BOB
You do now!

Bob hands Will a gift-wrapped box. Will beams.

54 INT. VILLAIN'S LAIR - NIGHT 54

Royal Pain and Stitches watch their view screen.

ROYAL PAIN
The boy has Stronghold's power. It's almost poetic...

STITCHES
We should crush them now. We know he has the weapon --

ROYAL PAIN
Patience. We've waited this long. When the time is right, we'll have our revenge.

55 INT. SIDEKICK CLASS - DAY 55

Before the bell, the elated Sidekicks gather around Will, who soaks up their adulation.

ETHAN
You made Sidekick history!

WILL
(modest)
I don't know about that...

ZACH
Seriously. From now on, people mess with us at their own peril.

LAYLA
You're breaking down barriers, Will. You're proving to everyone in this school that we're not "heroes" or "sidekicks"... we're just people. Super people.

Mr. Boy rushes in, flustered as usual.

MR. BOY
Seats please! We've got a lot to cover today, starting with some motorcycle sidecar basics.
(Everyone sits)
Not you, Mr. Stronghold. Gather your gear, you've been transferred to Hero Class.

Mr. Boy hands Will a new class schedule. Will is shocked.

MR. BOY (cont'd) *
Sorry if I've been a little hard on * you. And if you're ever in need of * some Hero Support --

He dives behind the screen and reemerges once again in his ill-fitting SPANDEX COSTUME.

MR. BOY (cont'd) *
I still do a little freelance.

WILL
But what about --

Will looks at his friends. They all smile at him.

ETHAN
We'll still see you on the bus.

ZACH
And we'll hang at lunch.

MAGENTA
Right after you're finished dunking Ethan's head in the toilet.

Will smiles at them. Part of him hates to leave, but he's also so excited. He grabs his backpack --

And stops in the doorway. He looks back at Layla, who smiles.

LAYLA
Just go already!

Will gives a last little wave and is gone.

56 INT. MAD SCIENCE CLASS -- DAY 56

Medulla's oversized brain pulses as he lectures the Hero Class. On the blackboard behind him: "Mad Science Class."

MEDULLA
Rays! From the silliness of the Shrink Ray to the devastation of the Death Ray. These are the very foundations of Mad Science...

The class is paired off into lab partners, standing at various stations. Will enters. Medulla is less than impressed.

MEDULLA (cont'd)
Yes, they told me you were coming. Unfortunately, all the lab partners are taken. I suppose I'll have to pair you with my teaching assistant. Ms. Grayson, my apologies.

Gwen smiles at the back of the room. Will smiles back.

57 INT. MAD SCIENCE CLASS - LATER 57

Medulla makes the rounds as the students work on their projects. Will tries to fit high-tech parts together.

WILL
Okay, how's that?

GWEN
Perfect. If you're building a heat ray. But you're supposed to be building a freeze ray.

WILL
Oh, God.

Gwen laughs. Will glances nervously at Medulla, a couple stations over.

MEDULLA
Dreadful technique. D. I'd give you an F, but that would only mean seeing you in summer school.

The harder Will tries, the more frustrated he gets. He fumbles the various parts, making Gwen laugh harder.

MEDULLA (cont'd)
(approaches)
And what have we here?

WILL
Mr. Medulla! Actually, I was having some trouble --

Behind Will's back, Gwen passes her hand over the scattered pieces, which instantly ASSEMBLE THEMSELVES into an awesome tabletop RAY GUN. Medulla peeks over Will's shoulder.

MEDULLA
You're far too modest, Mr. Stronghold...

Will turns, surprised to see the ray gun. Medulla activates the gun and a COLD BLAST shoots out and FREEZES a KID across the room. (It happens to be the MISCREANT who got frozen in scene 12.) Medulla eyes Gwen, suddenly suspicious.

MEDULLA (cont'd)
Or perhaps not modest enough. Ms. Grayson, in the future, please allow the students to succeed...
(pointed, to Will)
...or fail... on their own.

Will turns to Gwen, totally blown away.

WILL
But...you...how? *

GWEN
(shrugs)
I'm a Technopath -- control over technology. * *

WILL
Wow, all I can do is punch stuff.

Medulla walks off shaking his head.

MEDULLA
But he'll be the one on cereal boxes. Show me the justice in that.
(calls out)
Ms. Fernandez, kindly thaw out Mr. Hellman.

WILL
(to Gwen)
That was amazing.

GWEN
So's what you did in the cafeteria.

WILL
Yeah, I'll be in good shape when they start handing out grades for wrecking school property.

GWEN
(laughs)
You know, I can totally help you with this science stuff.

WILL
Yeah? You'd do that?

GWEN
Mmm-hmm...
(that smile again)
I could be like your private tutor.

With the slightest hint of suggestiveness.

58 INT. CAFETERIA - LATER 58

Will and Gwen enter with their trays and pass the hole in the wall from yesterday's brawl. The JANITOR shakes his head at the hole -- then sees Will and glares.

WILL
Sorry.

GWEN
Hey, there's Penny!

Gwen heads for a table where Penny and several COOL KIDS are seated. Will follows Gwen, slightly nervous.

GWEN (cont'd)
Will, you remember Penny. And this is Trevor Hamilton.

TREVOR
Stronghold. For a freshman you're really making some noise.

WILL
Oh...it's no big deal.

But the gleam in Will's eyes says otherwise.

ANGLE ON

The entrance, where the Sidekicks enter. Layla looks over and sees Will... and Gwen. Just then, Will spots his friends.

WILL (cont'd)
Guys, over here!

The Sidekicks stop in their tracks.

ZACH
Will. Sitting with Gwen Grayson.

MAGENTA
The man aims high, you gotta give him that.

The Sidekicks head over -- but just as they arrive Penny MULTIPLIES and fills up every available seat.

PENNY
Sorry. All full.

An awkward beat. Layla looks at Will, who doesn't know what to say. So she lets him off the hook.

LAYLA
Come on, guys. There's an empty table over here.

The Sidekicks head off to another table. Once they're gone

PENNY
A little advice, Will, we are <u>not</u> running a loser outreach program.

LAUGHTER all around. Will is torn between wanting to say something and wanting to laugh along with them. Gwen shoots Penny a disapproving look, which makes Will feel better.

As Penny sucks up the attention by going into a story...

GWEN
(aside to Will)
She can be a little harsh sometimes.

WILL
They're not losers, you know.

GWEN
Of course they're not. But, honestly, do you think they'd have fun with this crowd? Don't you think they'd feel a little awkward?

WILL
I think they'd probably be okay--

GWEN
Trust me, they'd be miserable.

Gwen smiles. Will nods, maybe she's right. He scans the cafeteria for the Sidekicks... and instead locks eyes with WARREN PEACE, sitting alone. His stare boring down on Will.

58A INT. SKY HIGH CORRIDOR - LATER 58A

A BUSTLE between periods. Will finds Layla at her locker.

WILL
Hey, Layla.
(sniffing)
You smell nice. New shampoo?

Layla opens her locker to reveal that it is filled with a gorgeous flowering vine.

LAYLA
Tecomaria capensis. Honeysuckle.

Not overtly cold, but not her usual self, either.

WILL
Listen, about lunch today.

LAYLA
What about it?

WILL
You know, at the table. Penny was being a total--

LAYLA
Please. Not a big deal.

WILL
I know, I just feel bad is all. Let me make it up to you. How 'bout we hit the Paper Lantern tonight.

LAYLA
But you hate Chinese food.

WILL
But <u>you</u> don't.

She smiles, realizing he's trying to be sweet.

LAYLA
Paper Lantern. Eight o'clock.

ETHAN (O.S.)
Hey, come on, guys! Quit it!

Will turns and sees Speed and Lash stuffing Ethan into his locker. He walks over.

WILL
Okay, guys, let him go.

SPEED
(to Lash)
You heard the man.

Lash releases Ethan, who climbs out of the locker. Speed and Lash lean casually against another locker. Will notices something glowing behind them.

WILL
Zach, too.

Speed and Lash roll their eyes, then open the other locker. Zach emerges.

ETHAN
(to Speed and Lash)
Not so tough when my boy's around, are you?

SPEED
Oh. You think you're so bad, Stronghold?

WILL
(doesn't like where this is going)
I didn't say anything.

ZACH
(to Speed)
Please. He can totally take you.

SPEED
(to Will)
You know, that big mouth of yours is gonna get you in trouble.

Will turns to Zach and Ethan.

WILL
Would you two stop it?

SPEED
Tell you what, how 'bout we settle this in P.E.?

ETHAN
You're on. If Will beats you in Save the Citizen, you lay off the Sidekicks for the rest of the year.

ZACH
And if Will loses, you can dunk Ethan's head in the toilet every day for a year.

LASH
Deal.

He and Speed walk off laughing.

WILL
Are you guys crazy? No freshman has ever won Save the Citizen, and those guys are undefeated.

LAYLA
And you just got your powers.
(off his look)
Sorry. Not helping.

ZACH
Will, you have no choice. You can't let them dunk Ethan in the toilet. Not again.

Ethan nods solemnly. Will sighs.

CUT TO

59 INT. GYM - LATER 59

TIGHT ON kids cheering in the bleachers.

STUDENTS
Three, two, one...

BZZZZZ! A scoreboard flashes "Game Over" as a MANNEQUIN is lowered into a mechanical JAWS OF DEATH. COACH BOOMER blows his whistle.

BOOMER
Ramirez, Hamilton, the hostage is dead, and it's all your fault. Speed, Lash -- the winning streak continues.

Ramirez and Hamilton slink off the field as Speed and Lash celebrate.

We finally get a good look at the gym -- it's been transformed into what looks like a hockey rink, with Plexiglass panels protecting the spectators from the mayhem. The arena has lampposts, mailboxes, and other items simulating a city street. And at the center are the large, "hostage"-chewing mechanical jaws of death. Boomer presides over the action on a tall referee's chair.

BOOMER (cont'd)
Next round. Speed, Lash -- you wanna be heroes or villains?

SPEED
(evil grin)
Villains.

BOOMER
No kidding. So, who do you wanna beat next?

Speed looks directly at Will, who can barely muster a gulp.

SPEED
We'll take Little Stronghold and... let's see... How about...
(scans the students)
Peace!

TIGHT ON Warren Peace, who can't believe it. Neither can Will.

The DIGITAL SCOREBOARD resets three minutes on the clock. A new "Hostage" lowers from the ceiling towards the mechanical jaws.

Will and Warren step onto the battleground. Will looks to Warren, "You ready for this?" Warren just glares back at him.

BOOMER
Hothead! Stronghold! You're the heroes, you got three minutes to get past Speed and Lash and Save the Citizen. Ready... set...

Will looks at Gwen, who wishes him luck with her eyes. Warren notices.

WARREN
Get your head in the game, loser!

BOOMER
...BATTLE!

The word REVERBERATES as a street fight breaks out. Lash STRETCHES his arm across the arena and grabs a streetlight.

Speed uses him like a wrestler uses the ring ropes, running into him and bouncing off at super-speed. He launches himself like a rocket and -- WHAM! -- knocks down Warren and sends Will FLYING into the glass, right in front of Gwen. Lash plays to the crowd.

LASH
That's what I'm talkin' about!

Lash WRAPS his arms around Warren like a boa constrictor -- but Warren IGNITES!

LASH
Agggh!

Lash pulls back his burning hands. Warren SENDS A FIREBALL flying at him. Lash BENDS out of the way. The fireball sizzles by him and blows out part of Boomer's chair. Students laugh. Boomer douses the flames with water from his sports bottle.

BOOMER
Watch it, Hothead!

The clock is ticking down. The hostage is getting closer and closer to being munched.

Speed is running circles around Will, throwing punches at his head that Will can't see coming, let alone dodge.

SPEED
That's right, Stronghold! Can't even lay a finger on me!

Will looks up. There's something new in his eyes. Something HEROIC.

WILL
Maybe I don't have to.

With all his might, Will SLAMS both fists to the ground -- the very move the Commander used to defeat Royal Pain. The SHOCKWAVE ripples across the gym floor. The Plexiglass buckles. The crowd's eyes go wide. Warren loses his footing and flies into a park bench. Speed tumbles into a mailbox. And Lash is thrown full force into a lamppost and slides down in a heap. Will grabs Lash's stretched arms and ties him to the lamppost in an ELABORATE BOW.

The crowd GOES WILD. Gwen can't believe it. Even Boomer can't help but laugh. And in the bleachers, Layla and the Sidekicks have sneaked in and CHEER WILDLY for Will.

Will looks to them proudly when -- BOOM! -- a FIREBALL nearly takes him out. He quickly dives out of the way of another fireball. What the--

Warren is hurling a volley of fireballs at Speed, but Speed outruns them all.

He runs around the rink faster and faster -- even up on the Plexiglass -- and then he starts moving in, running tighter and tighter circles around Warren, going so fast that he creates a VORTEX. Warren's flames go out. And then Warren falls to his knees, GASPING.

BOOMER
(nods appreciatively)
Vortex sucks away the oxygen. No oxygen, no flame.

But Warren is *SUFFOCATING*. *Will looks concerned* but the crowd CHEERS, oblivious to the danger Warren's in. Warren's eyes roll back.

WILL
He can't breathe!

Will checks the scoreboard. 13... 12... 11... Should he save the citizen or save Warren?

Will reaches into the vortex and GRABS SPEED. Speed's legs CHURN but can only run in place. Will turns and puts Speed down...

...sending him barreling towards the tied-up Lash.

LASH
No, dude. Dude! DUDE!

SPEED HITS LASH full force, taking out a piece of the lamppost. It collapses. The crowd goes WILD!

Will looks at the citizen just inches above the snapping mechanized jaws. He only has a split-second. He helps Warren to his feet... and HURLS HIM through the air!

In mid-air, Warren figures out Will's plan. He reaches out and SHOOTS A FIREBALL at the rope holding the citizen. The rope SNAPS and as Warren flies through the air, he CATCHES the citizen in his arms. He hits the ground and holds up the saved citizen for Boomer to see. BUZZZZZZZ!

BOOMER
She's alive! HEROES WIN!

The crowd ERUPTS. Will looks around, he can hardly believe it. He catches Gwen's eye. She cheers and laughs and waves.

Warren struggles to his feet. Will extends a hand to help him up...

But Warren's glare rebuffs him. Warren stalks off the floor.

Will looks up and sees the cheering Sidekicks. He starts to go over to them, but before he can get there --

The Hero Kids rush onto the floor and mob Will, who gets pulled away amidst a sea of cheers. The Sidekicks watch him go.

60 OMITTED 60

61 OMITTED 61

62 OMITTED 62

63 *OMITTED* 63

64 OMITTED 64

65 OMITTED 65

65A INT. DEN - LATE AFTERNOON 65A

Bob and Will emerge from the sanctum. Bob has his hand on Will's shoulder.

BOB
Son of a gun. First you beat my record in "Save the Citizen", then you top Mom's high score on the pinball machine. I can't wait to see the look on her face.

Suddenly, an off-screen burst of FEMALE LAUGHTER. Bob and Will look at each other, puzzled, then head into--

66 INT. KITCHEN -- CONTINUOUS 66

Gwen is wrapping up a story. Josie is utterly charmed.

GWEN
So there we are, in the middle of nowhere. And she's like, "I can't change a tire, I can only change the weather." And I'm like, "Well, can you at least make it stop raining?"

WILL
Gwen?

Bob CLEARS HIS THROAT.

WILL (cont'd)
Oh, Dad, this is Gwen Grayson. Gwen, this is--

GWEN
(offers her hand)
Commander, it is <u>such</u> an honor. I'm sorry to barge in like this.

BOB
Not at all.
(puts his hand on Will's shoulder)
Will and I were just hangin'.

JOSIE
Hon, Gwen here is a Technopath. She's offered to help Will with his science homework -- and she's a senior.

Bob arches an eyebrow at Will, impressed.

GWEN
Will, I know we were gonna work on that anti-gravity stuff tomorrow, but something came up. Any chance we could do it tonight?

WILL
Sure.

BOB
On one condition, Gwen. You join us for dinner.

GWEN
Oh, I couldn't intrude--

WILL
Come on, sure you can.

GWEN
Okay, well...Thanks!
(to Will)
Should we get started?

Will and Gwen exit. The door swings shut, prompting Bob and *Josie to exchange giddy WHISPERS.*

BOB
She's gorgeous!

JOSIE
And she fixed the disposal!

DISSOLVE TO:

67 INT. STRONGHOLD DINING ROOM - NIGHT 67

Bob and Josie, Will and Gwen eat dinner together, laughing and having a great time. Unlike...

68 INT. PAPER LANTERN - NIGHT 68

Layla sits alone at a table for two. The clock on the wall shows 835. The place is half-empty. A WAITRESS approaches.

LAYLA
I'll give him a few more minutes.

The waitress walks off, not bothering to hide her doubts. Layla glances at a vase on the table holding a cheerful tulip. She stares at it. The TULIP WILTS.

69 INT. STRONGHOLD DINING ROOM - NIGHT 69

Will and Gwen, Bob and Josie, dig in to bowls of ice cream.

JOSIE
So Gwen, do we know your parents?

GWEN
Mmm -- I don't think so, Mrs. Stronghold. Dad went inactive a few years ago.

BOB
(joking)
So he lets your mom do all the work.

GWEN
Actually, Mom passed away when I was a baby. *

Silence. Gwen takes mercy and relieves the tension. *

GWEN (cont'd)
So, I did have an ulterior motive in coming here tonight. Will may have told you I'm on the Homecoming Committee...?

BOB
He most certainly did not.

GWEN
Well, I was wondering if you two would consider attending the Homecoming Dance.

JOSIE
We'd be happy to chaperone.

GWEN
That's very nice, Mrs. Stronghold, but no.

(MORE)

GWEN (cont'd)
We were hoping you'd be the guests of honor... and receive the award for Heroes of the Year.

Bob looks at Will. We like this girl.

70 INT. PAPER LANTERN - NIGHT 70

Layla is the last one in the place, trying to decide if she's slightly annoyed, totally pissed, or just plain sad.

BUS BOY (O.S.)
You still working on that?

Layla looks up. It's Warren.

LAYLA
Hey. We go to school together.

WARREN
(nods)
You're Stronghold's friend.

LAYLA
Yeah.

WARREN
(taking her plate)
You want me to heat that up for you?

LAYLA
(sotto)
You're not supposed to use your powers outside of school.

WARREN
I was just gonna stick it in the microwave.

Layla smiles, starting to see him in a less-scary light.

LAYLA
I was supposed to be meeting Will here, but...

She trails off. Uncomfortable silence. Then

LAYLA (cont'd)
Hey, you want to sit down?

Warren looks around the otherwise empty restaurant.

WARREN *
(sarcastic) *
I think I can spare a minute.

71 INT. STRONGHOLD LIVING ROOM - NIGHT 71

LAUGHTER all around as Will and Gwen sit on the couch, thumbing through a 70's-era Sky High YEARBOOK. Bob and Josie stand just behind the couch, giving the tour.

BOB
Look, Hon, there's what's-his-name. The kid with the gravity.

JOSIE
Lance, I think. Lance something. And there's Boomer...

WILL
He had a mullet?!

They LAUGH. Next page.

BOB
Whoa, remember <u>that</u> weirdo? She hated our guts.

An intense, nerdy GIRL with flat hair and gleaming braces.

JOSIE
Oh, yeah. Sue Tenney. She disappeared right before graduation.

WILL
How come?

JOSIE
No one ever really knew. Some say she was caught smoking, some say she was caught recruiting villains at the school. *

BOB
And <u>speaking</u> of villains, there's one of the worst. He always swore he'd have his revenge on me...

CLOSE ON a young BARON BATTLE, playing the Stage Manager in a Sky High production of "Our Town". The resemblance to Warren is unmistakable, as we--

MATCH DISSOLVE TO:

72 INT. PAPER LANTERN - NIGHT 72

Warren sits across from Layla seemingly detached but actually watching her closely. She munches on a fortune cookie.

LAYLA
(jabbers away)
And there was this time in first grade -- You know how you grow lima beans in school? Well, Will couldn't figure out why mine was growing so fast. It was totally driving him crazy. Then finally I took mercy on him. I told him about my powers and we've been best friends ever since.

WARREN
And falling for him, was that before or after the lima beans?

LAYLA
What?! That's insane! I am <u>not</u> in love with Will Strong--

That Warren STARE.

LAYLA (cont'd)
Before. But he doesn't know. I was gonna ask him to Homecoming, but there are two problems. He likes someone else, and she's perfect.

WARREN
You know what I think?

Warren is suddenly serious. Layla leans forward.

WARREN (cont'd)
To let true love remain unspoken is the quickest route to a heavy heart.

A beat, as Layla stares at him, totally blown away.

LAYLA
Wow. That is...that is really deep. It sounds like you're talking from personal experience.

Warren holds up her fortune-cookie fortune.

WARREN
Yeah, not so much.

The COOK sticks his head out of the kitchen.

COOK
[CANTONESE CURSING]

WARREN
I gotta go. See you around, hippie.

Warren gets up and heads into the kitchen.

WARREN (cont'd)
[CANTONESE CURSING]

A beat, then Layla smiles.

73 EXT. GWEN'S HOUSE - NIGHT 73

Will and Gwen turn up the sidewalk toward Gwen's door. It's a beautiful night.

GWEN
You really didn't have to walk me home.

WILL
I did if I wanted any time alone with you. And, just so you know, I don't usually hang out all night with my mom and dad.

They step onto the front porch.

GWEN
Your parents are great, Will. I'm glad they're coming to Homecoming.
(a coy smile)
Now if only I could find someone to go with...

WILL
Wait, you mean -- you don't have a date for Homecoming?

GWEN
I got some offers, but I turned them down. I've been waiting for the right guy...

Gwen looks at him and smiles. She laughs as Will makes a dumbfounded face and points at his own chest: "Me?"

GWEN (cont'd)
You, Will.

A beat, then they lean in and KISS. The front door OPENING doesn't get them to stop, but the --

MR. GRAYSON
Ahem!

-- quickly does. MR. GRAYSON is a thin man, with a pipe and cardigan, like someone out of a time capsule.

GWEN
Oh! -- Hi, Daddy.
(whispers to Will)
See you tomorrow!

Gwen hurries inside. Mr. Grayson glares at Will and shuts the door. Will takes a step back, turns and SUPER-LEAPS off the porch onto a lamppost. He giddily swings around it...

And accidentally YANKS it down. He sheepishly replaces the post and skulks away into the night.

74 EXT. BUS STOP - MORNING 74

Layla is there first. She sees Will coming and takes a breath, gets some resolve. Will is beaming.

WILL
You're never gonna guess what happened to me last night!

Layla holds out her hand. It contains a fortune cookie.

WILL (cont'd)
Oh, thanks. Love these things.
(takes a bite)
Okay, so last night--

He stops and looks at the cookie -- it dawns on him.

WILL (cont'd)
Oh, God. Layla, I totally spaced! I know you must wanna kill me --

Layla laughs, catching Will off guard.

LAYLA
Actually, just the opposite. I have to tell you something.

WILL
Yeah?

LAYLA
But you first. What's up?

WILL
It's about Homecoming--

LAYLA
(smiles)
Really? Me, too.

WILL
--I'm going with Gwen Grayson! Can you believe it? Me, a freshman, going to Homecoming with the most amazing girl at Sky High!

A beat, ON LAYLA. Calling on every ounce of strength to force that too-cheery smile.

LAYLA
That's awesome!

75 INT. SCHOOL BUS - MOMENTS LATER 75

We're mid-flight by the time Will remembers.

WILL
Oh, I almost forgot! What's your Homecoming news?

LAYLA
(thinks for a beat)
I'm going, too.

WILL
Really? Cool! Who with?

LAYLA
Who with?

WILL
Yeah, who asked you?

LAYLA
Oh, who asked me. Um, Warren Peace.

Will finds this extremely amusing --

WILL
Yeah, Warren Peace! Come on, really, who asked you? Zach? Ethan?

-- while Layla finds his amusement less-than-amusing.

LAYLA
I told you...

75A INT. CORRIDOR - LATER 75A

Same conversation as Will and Layla walk to class.

WILL
Warren Peace?! You can't be serious.

Layla, realizing she's touched a nerve, nods nonchalantly.

WILL (cont'd)
Layla, the guy's a psycho and like my biggest enemy in the school! How could you go with him? When did you even start hanging out with him?

LAYLA
Last night. Eight o'clock, Paper Lantern.

Layla enters a classroom. Will doesn't know what to think.

76 INT. CAFETERIA - DAY 76

Warren is sitting at his usual table with his usual company (no one) when a smiling Layla swoops into a seat.

LAYLA
Hi, Warren!

Warren glances around to see if anyone has noticed Layla.

WARREN
Did I do or say anything last night to make you think this is okay?

LAYLA
So what are you doing two weeks from Saturday?

WARREN
Washing my hair.

LAYLA
Ha, ha, ha, that's funny...but seriously, you're not gonna believe what happened. I was about to ask Will to Homecoming, but wouldn't you know it, I told him I was going with you instead!

Warren stares at her. For him, a new kind of lunatic.

WARREN
I don't remember that being the plan.

Suddenly Magenta plops down with her books.

MAGENTA
Hey, Layla, you do that history homework?

WARREN
What do you think you're doing?

MAGENTA
It's called sitting.

WARREN
No, no, see, this is my table. What that means is, no one sits here but me.

MAGENTA
Beg to differ.
(to Layla)
What'd you get for number four? I wasn't sure if Tigerman was A) bitten by a radioactive tiger, or B) bitten by a regular tiger and then exposed to radiation.

Ethan arrives with his tray, all excited.

ETHAN
Are we eating at Warren's table now?

WARREN
Whoa, whoa --

ETHAN
I feel dangerous!

ZACH
(approaching)
This guy bothering you, Layla?

WARREN
Try the other way around. Anyone else need a date to Homecoming?

Ethan raises his hand. Layla responds with some TOO-LOUD LAUGHTER. Warren doesn't understand, until he sees a concerned-looking Will pass by with Gwen.

LAYLA
(laughing)
Oh, Warren! You are ca-razy!

As soon as Will has passed...

LAYLA (cont'd)
Warren, I promise, I'll make it as painless as possible.

WARREN
(realizing)
So you're not doing this because you like me or anything. You're just doing this to make Stronghold jealous.

LAYLA
(busted)
Yes.

WARREN
(smiling)
Then I'm in.

He gets up from the table.

WARREN (cont'd)
But I am not renting a tux.

And he's gone. Layla smiles.

ETHAN
So if Warren's not here, is this still the tough guy table?

77 EXT. SKY HIGH - DAY 77

Will sees Ethan, Zach, and Magenta hanging out in the Quad. He starts to go over, but Gwen corrals him away.

GWEN
Let's go, Stronghold. Two days until your Mad Science midterm and I'm not gonna rest until you can build a shrink ray blindfolded.

WILL
You're going to blindfold me?

She swats him playfully. As they keep walking...

GWEN
Hey, guys!

She waves to SPEED and LASH, who are playing keep-away with bus driver RON WILSON's hat.

RON
(chipper)
Okay, this was fun! But how 'bout you give the hat back? Please?

SPEED
'Sup, Gwen! 'Sup, Will!

WILL
'Sup, guys!

Ron looks to Will for help, but Will has already walked away with Gwen. Ron looks sad.

ANGLE ON LAYLA

She sees Will and Gwen coming towards her and quickly grabs an unsuspecting Warren's hand.

LAYLA
(flirty)
There you are, hottie!

Warren sees Will and Gwen approaching, rolls his eyes, and puts on a fake smile. The two couples pass each other. Layla LAUGHS again as if Warren has just said the funniest thing. Will looks irritated, and glances back over his shoulder before disappearing around the corner.

LAYLA (cont'd)
Ow!

She lets go of Warren's hand. We see small flames coming off his palm.

WARREN
He's gone now.

And so is Warren. A sad Layla is left alone on the quad.

78 OMITTED 78

79 OMITTED 79

80 OMITTED 80

81 OMITTED 81

81A OMITTED 81A

82 INT. WILL'S BEDROOM - NIGHT 82

Will sits on the floor, blindfolded, a partially assembled shrink ray in front of him. Gwen sits across from him. *

WILL
Is this the trigger?

GWEN
No, that's the fusion device.

WILL
Shoot.
(reaching for another part)
Okay, what's this?

GWEN
That's me.

WILL
Oh, sorry, I--

Will blushes and takes off the blindfold. He turns around and locks eyes with Gwen. An intense, romantic moment. Until... GWEN'S CELLPHONE RINGS.

GWEN
Hello? What? I can't-- Penny, I can't understand you when you're all talking at once... Better...
(then)
What? Oh, no... Okay, hold on.

WILL
What is it?

GWEN
There's a problem with the decorations for Homecoming -- Penny forgot to order the fog machine and I might have to build one myself. You think the committee can stop by?

WILL
Uh, I don't know. My parents are out on a distress call, they won't be home 'til late. I'm not really supposed to--

GWEN
Hey, it's cool. I was hoping we could spend more time together, but... I guess I'll just see you in school. Goodnight, Will.

She starts to stand. Will watches her go, hating to see this incredible evening end.

WILL
You know... If it's just a few people...

Gwen smiles.

SMASH CUT TO:

83 INT. LIVING ROOM - NIGHT 83

A RAUCOUS PARTY is in high gear. MUSIC BLARES. And every square inch of the house is seemingly occupied by a gyrating TEENAGER.

A kid with EYE LASERS stares at a disco ball, sending colored lights dancing around the room. Another kid comes up to him with an unpopped bag of microwave popcorn.

POPCORN KID
Bro, a little help?

The kid trains his eye lasers on the bag. POP-POP-POP!! The big instantly expands. Big Larry shuffles by, wearing a sombrero and "raising the roof."

BIG LARRY
Put ya hands up! Put ya hands up!

WILL walks into frame. We follow him through the house as his panic level rises. He passes a half-dozen Pennys chatting up a half-dozen different GUYS, as a couple of GIRLS look on with evident displeasure.

HERO GIRL
Every party she does this. And of course, it's only the cute guys.

A SPIDER KID climbs down the wall, grabs a slice of pizza, then climbs back out of frame.

WILL
Gary, you better not get sauce on the ceiling!

Will sees a wet soda can on a stereo speaker. He puts a coaster under it. He sees two kids dragging a tub filled with ice across the floor. *

WILL (cont'd)
Guys, guys!

Will easily lifts the tub with one hand and puts a towel under it. He finally spots Gwen across the room, talking to Speed, and makes a beeline for her. *

GWEN
Isn't this a blast?

WILL
(flat)
Yeah, it's great. I thought you said the Homecoming Committee was coming over!

GWEN
This <u>is</u> the Homecoming Committee.
(off Will's look)
Okay, so a few extra people showed up. But you're popular, Will. That's what happens.

WILL
Gwen, every kid in Hero Class is here! How am I ever gonna get this place cleaned up in time?

SPEED
I'll do the clean-up. It'll take me two minutes, tops.

Will looks skeptical. Gwen takes him by the hand and pulls him into the den.

GWEN
Come with me.

84 INT. DEN - CONTINUOUS 84

PARTY SOUNDS grow distant as Gwen shuts the door.

GWEN
Will, I'm sorry all these kids showed up, I really am. But the fact is, I don't care if there are ten people out there or ten thousand people out there. The only person I care about is you.

She leans in close. Suddenly the door SWINGS OPEN.

GWEN (cont'd)
Hey!

SPEED
Sorry, sorry. Just looking for a bucket.

Speed retreats. Gwen runs her fingers through Will's hair.

GWEN
Isn't there anywhere else we can go?

Will smiles. He knows a place.

85 OMITTED 85

85A EXT. NEIGHBORHOOD STREET - NIGHT 85A

Layla is walking home when she hears PARTY SOUNDS coming from the Stronghold house -- followed by the sound of GLASS BREAKING. Suspicious, she heads for Will's house.

86 INT. SECRET SANCTUM - AT THAT MOMENT 86

Gwen is awestruck as Will leads her around by the hand.

GWEN
This is incredible...

WILL
Yeah, well, when you spend your life kicking butt and taking names, I guess you make a lot of memories.

GWEN
(takes his hand)
Why don't we make a few of our own?

WILL
(nervous)
Heh-heh... Okay...

Will's back is to the Trophy Wall as Gwen pulls him in for a kiss. Is it our imagination, or does a slight breeze WHISPER through the room, as

THE PACIFIER suddenly --

WZZHHT! -- DISAPPEARS IN A BLUR.

87 INT. LIVING ROOM - SIMULTANEOUS 87

Layla walks into a party in high gear. She can't believe what she's seeing and neither can the PARTYGOERS once they notice her: the dirty looks are almost palpable, especially * from a seemingly endless stream of GLARING PENNYS.

PENNY
Who invited the Sidekick?

PENNY 2
Yeah, what's she doing here?

Layla ignores them and keeps going. Then she stops cold.

ANGLE ON Will and Gwen, emerging from the den. They embrace, kiss, laugh. Layla is heartbroken. And then he sees her.

WILL
(this is awkward)
Oh, hey, Layla.

LAYLA
Having a nice party? *

WILL
I meant to call you... I mean, it wasn't supposed to be a party...

LAYLA
Come on, Will. Get your lies straight. How could you throw a party and not invite your friends?

A CROWD has gathered. Will looks around at all the other * heroes, who wait for his response. Gwen steps forward. *

GWEN *
These are his friends. *

*

LAYLA
Really? 'Cause I don't remember any of you hanging out with him before he got his powers.

GWEN
I don't know what kind of friend you think you are -- showing up like this and making Will uncomfortable.

Will steps forward to defuse the situation.

WILL
Look, Layla, I know this is weird -- we've been friends a long time. But we're moving in different directions now. I'm a hero...

LAYLA
Yeah, I know. And I'm just a sidekick.
(then)
Enjoy your new friends, Will. You deserve each other.

She heads for the door. Will watches her go, wanting to punch himself, as the bash picks up right where it left off.

GWEN
(taking his hand)
Forget her. Come on, let's dance.

Will looks around the house full of strangers... and realizes Layla was right. He pulls his hand from Gwen's and runs to the door.

WILL
Layla, wait!

She slams the door in his face. He turns around.

WILL (cont'd)
That's it. Party's over!

BOB (O.S.)
Don't stop on our account.

THE COMMANDER and JETSTREAM have entered through the back door. TIGHT ON Will, whose new power is the ability to look like he's about to puke.

JOSIE
Your father and I go to Europe for two hours and you throw a party?!

BOB
You all should be ashamed of yourselves. Your parents are out there risking their lives and you--
(looks at Big Larry)
Son, do I look like I'm in a sombrero kind of mood to you?

Larry whips off the hat as heroes scurry out of the house, eager to escape Bob's wrath.

BOB (cont'd)
And now I'm starting to wonder...
(taps his temple)
We get a distress call that turns out to be a false alarm.
(MORE)

BOB (cont'd)
Now, was it a real false alarm -- or just a way to get us out of the house?

WILL
Dad, I swear I didn't plan this.

BOB
Then who did?

Will glances over at Gwen, looking oh so innocent. Could she have done this?

JOSIE
You know what? I don't care. Will, I've got half a mind not to let you go to Homecoming.

WILL
Fine with me. I'm not going anyway.

BOB
(backtracking)
Whoa, whoa, whoa. Your mom said "half a mind." I mean, you can't miss Homecoming.
(then, whispering)
She's a senior.

WILL
I know what she is. And I know what I've become since I met her.
(then)
Gwen, you'd better find yourself a new date.

GWEN
You're dumping me? The night before the dance?
(tears welling up)
And after all the work I put into making everything perfect for your parents...

Gwen "struggles" to compose herself and heads for the door. She turns back to them with big, needy eyes.

GWEN (cont'd)
Mr. and Mrs. Stronghold, if you don't want to come anymore either, I'd understand. We'll just find someone else to name Heroes of the Year.

Bob puts a comforting arm around Gwen. Will rolls his eyes.

BOB
Don't you worry, Gwen. We're coming. And so is Will.

He closes the door behind her and turns to Will.

BOB (cont'd)
Because when a Stronghold makes a promise, the promise is kept.

WILL
I promise you, Dad... I'm not going.

Will runs upstairs. Bob shakes his head and sits down on a dining room chair, which collapses under his weight.

87A INT. WILL'S BEDROOM - NIGHT 87A

Will is on the phone.

WILL
C'mon, Layla, pick up. Pick up.
C'mon! Pick up!
(sigh)
Okay, don't pick up. I'm going to the Paper Lantern. If you get this message, please meet me there.

He hangs up. In frustration, he CRUSHES the phone.

88 OMITTED 88

88A INT. PAPER LANTERN - NIGHT 88A

Will is sitting in a booth by himself. Now it's his turn to sit alone in the empty restaurant.

WILL
(on cell phone)
Okay, just in case you didn't get my earlier messages, I'm at the Paper--

BEEP!

ANSWERING MACHINE (V.O.)
(filtered, through phone)
Memory full.

Will is disconnected. He flags down a passing bus boy.

WILL
Excuse me. Bus boy?

The bus boy turns around. It's Warren.

WARREN
Do I show up at where you work and make fun of <u>your</u> crappy job?
(then)
Oh, right, you don't need a crappy job, because your dad's not in jail.

WILL
Warren, I'm not looking for a fight. I'm just looking for Layla. I was hoping she'd meet me here. For some reason, she likes this place.

Warren starts wiping down a table.

WARREN
Don't know why, the food's terrible.

WILL
I really screwed up. We had this huge fight at my party--

WARREN
You had a party?

WILL
Yeah. Uh, I guess I didn't invite you, either.

WARREN
That's okay. No one ever does.

Warren sits down across from Will.

WILL
Look, do me a favor... Make sure she has a great time at Homecoming. She deserves it.

WARREN
Well, she's not gonna have a great time with me.

WILL
Why not?

WARREN
'Cause she was only going with me to make you jealous.

WILL
Why would she want to make me--
(realizing)
Oh.

Warren gets back to work. HOLD ON Will, realizing that he's screwed things up with Layla more than he thought. *

DISSOLVE TO:

89 INT. STRONGHOLD LIVING ROOM - THE NEXT NIGHT 89

Will sits glumly on the couch. Bob (as the Commander) enters from the den. He's holding a yearbook.

BOB
Last chance to change your mind.

WILL
I'm not going, Dad.

BOB
Okay. I respect your decision. But lemme show you something that might change your mind.

Bob sits on the couch next to Will and starts flipping through his old yearbook.

BOB (cont'd)
This picture was taken right after they voted me Homecoming King. What an honor. I still have the crown in the sanctum if you want to see it...

Josie (as Jetstream) enters, pulling on her mask.

JOSIE
Bob, leave him alone.

BOB
But he's got a real shot at Homecoming King. That's unheard of for a freshman.

JOSIE
Honey...

BOB
Fine.

Bob gets up to go, still holding the yearbook.

JOSIE
You are <u>not</u> bringing the yearbook.

BOB
Whaaat? I thought the students might like to see how a couple of big time heroes got their start.

JOSIE
You can tell them all about it. In fact, I'm sure you will.
(takes the yearbook)
Will, could you take this down to the sanctum for us?

WILL
Sure.

Will takes the yearbook and manages a small smile.

JOSIE
And Will?

WILL
Yeah?

JOSIE
(smiles)
No parties while we're gone.

DISSOLVE TO:

89A INT. SKY HIGH GYM - NIGHT 89A

The gym is festooned with balloons and banners. A disco ball flicks shards of light around the darkened room, as STUDENTS * *and PARENTS dance and mingle with TEACHERS.* *

Over in the corner, Zach grooves quietly to the MUSIC. He glances nervously at Magenta, who stands nearby wearing her usual expression of detached cynicism. Zach screws up his courage.

ZACH
You wanna dance?

MAGENTA
No.

ZACH
(nodding)
Me neither.

He goes back to quietly grooving.

LAYLA ENTERS THE GYM. This is the first time we've seen her all done up, and she looks great. But the dress, hair, and makeup can't hide a certain sadness. She approaches the buffet table, where Mr. Boy ladles punch out of a large crystal bowl.

MR. BOY
Hey, Layla, you look like you can use a drink.
(then, offering cup)
Non-alcoholic punch?

LAYLA
No, thanks.

Mr. Boy shrugs and hands the cup to Ethan. As he brings it to his lips, Lash's hand snakes into frame and gives him a quick shove. Punch splatters all over Mr. Boy's costume. Layla hands him a napkin.

LAYLA (cont'd)
Heroes. They're all jerks.

WARREN (O.S.)
Not all of them.

Warren approaches, looking dashing in his formal attire.

LAYLA
I thought you weren't gonna rent a tux.

WARREN
I didn't. It's my dad's. There's nobody for him to get dressed up for in solitary.

He serves himself a glass of punch.

WARREN (cont'd)
So Will came by the restaurant today. I'm pretty sure he knows you just asked me to the dance to make him jealous.

LAYLA
How does he know that?

WARREN
(shrugs)
I'm pretty sure I told him. *

LAYLA
Well, sorry you got all dressed up for nothing, 'cause I don't care what Will thinks anymore.

She turns to go.

LAYLA (cont'd)
Thanks for coming. I guess you can go do whatever you want now. *

WARREN
Okay.

It pains Warren to see Layla so down. He takes her by the hand and leads her to the dance floor. She allows herself a small smile.

ANGLE ON the entrance, where Bob and Josie arrive. Gwen sees them and immediately starts CLAPPING. The APPLAUSE spreads until Bob and Josie are awash in adulation, and we --

CUT TO:

89B INT. SECRET SANCTUM - AT THAT MOMENT 89B

Silence. Will stares at his section of the Trophy Wall, mocked by its emptiness and the sign that bears his name.

Some hero. He starts thumbing through the yearbook until he finds his dad's senior class photo, with its long list of achievements: Student Body President; Save the Citizen, undefeated; Best Smile; etc. Will SIGHS and starts to close the book. But something catches his eye... a photo on the bottom of the page -- Sue Tenney, the nerdy girl his parents made fun of.

He looks closer. She's somehow familiar. Drastically different hairstyles and Sue wore glasses -- but there's a *strange resemblance to Gwen.*

WILL
That's weird...

Below the photo is only one activity: "Science Club". Will flips through the pages, until he comes across a Science Club photo in which Sue poses with a handheld cannon... that resembles the PACIFIER.

Will looks up. The fear rises in his face as he drops the yearbook and turns back toward --

The Trophy Wall. And sees that THE PACIFIER IS GONE.

WILL (cont'd)
Oh, no.

SMASH TO

Will and Gwen kissing. A blur WHISPERS past, as we --

SMASH BACK TO WILL

WILL
Oh no, no, no...

The pieces fall horribly into place.

WILL (cont'd)
I've gotta get to Sky High...

BUT HOW? He wracks his brain, then remembers something. He whips out his wallet and pulls out a card...

RON WILSON, BUS DRIVER

90 INT. GYM - NIGHT 90

The MUSIC stops as Principal Powers steps onstage.

PRINCIPAL POWERS
Good evening! First, a quick announcement -- the owner of a cold-fusion-powered jet pack, you left your lights on.

Mr. Medulla sheepishly hustles out of the gym.

PRINCIPAL POWERS (cont'd)
And now, please help me welcome the Head of the Homecoming Committee, the girl who made this all possible... Gwen Grayson!

APPLAUSE as Gwen steps onto the stage and into the SPOTLIGHT, holding a golden trophy. Gwen's pipe-smoking, cardigan-wearing father watches proudly from the side of the room.

GWEN
Thanks, Principal Powers. And a very special thanks goes to our guests of honor and the recipients of the first ever Hero of the Year award, The Commander and Jetstream!

The spotlight swings over to the Strongholds. Bob soaks up the cheers. Josie waves.

GWEN (cont'd)
And to mark this occasion, we've planned a special tribute to the most powerful super-being to ever walk the halls of Sky High...

The spotlight swings back to Gwen. AND THEN IT HAPPENS.

Nano-technology creeps over Gwen's body like an army of robotic bugs, covering her in BODY ARMOR. Her voice rings out, harsh and metallic:

ROYAL PAIN
...ME!

Heroes and Sidekicks are in shock as Vegas-style VERTICAL NEON SIGNS crackle with energy and construct themselves: "ROYAL" on one side, "PAIN" on the other.

"Gwen's Father" is now wearing a JESTER'S HAT. It's Stitches! He jumps onstage next to Royal Pain.

BOB
That can't be Royal Pain. Nothing survived that explosion.

ROYAL PAIN *
This did! *

Royal Pain reaches behind the podium and whips out the now-repaired PACIFIER.

ROYAL PAIN (cont'd) *
Now prepare to be pacified! *

BOB
(steps up with bravado)
You think you can kill me with that little toy gun of yours?

ROYAL PAIN
My dear Commander... Who said anything about killing you?

ZZZAP! Royal Pain FIRES the Pacifier and the crackling blast hits Bob in the chest... He DISAPPEARS, his Commander costume falling to a pile on the floor. The heap of clothes begins to squirm. Josie reaches in and PULLS OUT A BABY.

GASPS from the audience. Josie's face goes from shock to RAGE. She hands her infant husband to Principal Powers and LAUNCHES HERSELF toward Royal Pain.

JOSIE
You son of a--

Royal Pain FIRES at Josie -- the blast turns her into a baby *mid-flight.*

JOSIE (cont'd)
(crying baby)
--bwaaaahhhh!

Baby Josie plummets through the air, headed directly for the back of Coach Boomer's head. Mr. Boy springs into action.

MR. BOY
Look out behind you!

Boomer turns around just in time to CATCH Baby Josie. Mr. Boy can barely contain his excitement.

MR. BOY (cont'd)
I did it! I finally did it!

Mr. Boy enjoys his hero moment only seconds before he, too, gets BLASTED, to make a trio of WAILING BABIES. Mr. Medulla * comes running back into the gym. *

MEDULLA
What'd I miss?

ZZZAP! He is instantly MORPHED into a baby.

RAPID FIRE CUTS

Steel doors SLAMMING., Royal Pain firing. HEROES and STUDENTS morphing into BABIES. Stitches cackling like a hyena. It's total mayhem.

The sidekicks huddle in fear behind the buffet table. Warren steps forward, his fists IGNITING.

BOOMER
Hothead, find an exit! Get out as many people as you can!

WARREN
But I can--

BOOMER
Just do it!

ZZZAP! Boomer gets TRANSFORMED, as Warren shoots a FIREBALL, blasting the grate off an air duct.

WARREN
Let's go!

The Sidekicks dive into the duct, unseen.

91 INT. BUS -- NIGHT 91

The bus screeches to a halt in front of Sky High. Will stands up front next to Ron.

WILL
Thanks for the lift. And, uh, about the other day...

RON
No need to explain. You're a hero... I'm just a bus driver.

WILL
You're more than just a bus driver. You're Ron Wilson, bus driver. And there's nothing you can't do! Now, if I'm not back in thirty minutes--

RON
(gung-ho)
--come in after you! Got it!

WILL
Um. I was gonna say, "Go get help."

RON
"Go get help." Got it! Now get in there!

Will runs off the bus, smashing through the glass doors before Ron has a chance to open them. Ron pulls the door lever, the now-windowless door frames swing open.

RON (cont'd) *
Sorry!

92 INT. CRAMPED TUNNEL - A MOMENT LATER 92

PITCH BLACK.

MAGENTA
Where the heck are -- owww!!!

ZACH
Watch your head.

MAGENTA
Yeah, thanks, Zach.

ETHAN
Warren, how 'bout a torch?

WARREN
Only if you wanna get barbecued.

Zach glows light-green, illuminating the tunnel.

ZACH
Ladies?

Zach crawls ahead and leads the way, as Magenta starts to sing

MAGENTA
Then all the reindeer loved him!

92A EXT. SKY HIGH GYM - MOMENTS LATER 92A

Stitches backs up a school bus to the gym door, then jumps out to open the rear hatch. Nearby, Ron watches from his bus.

RON
What the huh?

93 INT. CORRIDOR - NIGHT 93

Will races down the hall, stopping suddenly when he notices a green glow coming from an air duct. A grate POPS OUT and the Sidekicks climb out of the duct.

WILL
Guys, you're never gonna believe this. Gwen--

LAYLA
--is Royal Pain's daughter.

WILL
Yeah. And--

WARREN
--she stole the Pacifier.

WILL
Yeah!

ZACH
And she turned everyone into babies. Including your parents!

WILL
(freaked out)
Okay, that I didn't know.

ETHAN
What're we gonna do, Will? What're we gonna do?!

WILL
We're gonna stop her. All of us.

MAGENTA
All of who? You and Warren? The rest of us are just a bunch of sidekicks. * *

WILL
It's not what you're called, it's what you do. Having powers doesn't make you a hero -- sometimes it just makes you a jerk. Makes me a jerk. I guess what I'm trying to say is--

LAYLA
(smiling)
Yeah, we get it. You've been a jerk.
(then, to others)
But Will's right, we can do this!

WILL
Layla, in case my date kills me... there's something I want to you know. *

LAYLA
Yes?

Will pulls Layla in for a kiss. She melts... not in an Ethan kind of way, but in a "I've been waiting for this moment my whole life" kind of way.

PENNY (O.S.)
I'm telling Gwen you kissed another girl.

The Sidekicks whirl around, to find Penny, Speed and Lash blocking their path. Showdown. Will starts to step forward.

WILL
Get behind me, guys.

But Warren and the sidekicks step in front of Will, newly inspired.

WARREN
Go take care of Gwen, Will. We'll handle these clowns.

Will nods at Warren and Layla, then runs off, taking a shortcut to the gym by SMASHING THROUGH THE CLOSEST WALL.

A *BATTLE ERUPTS* in the corridor.

Speed ZOOMS at Warren, sending him skidding down the hall and off camera.

Zach and Magenta duck back into the air duct to avoid getting run over.

Penny MULTIPLIES in mid-cartwheel. They advance on Layla, * backing her out of frame. *

Lash's arm stretches to grab Ethan and yanks him out of frame. *

93A INT. GYM 93A

The gym is filled with crying babies. Royal Pain and Stitches wrestle with an infant car seat.

STITCHES
(reading directions)
"...while pushing down on the infant restraint, pinch the two straps together and unbuckle the belt without allowing slippage."

ROYAL PAIN
(blows a gasket)
How can this be harder than fixing the Pacifier?!

94 INT. CORRIDOR 94

Ethan is pinned against the wall by one of Lash's out-stretched arms. Lash's other hand comes FLYING IN to punch Ethan's face, but at the last second Ethan MORPHS into a puddle and --

WHAM! Lash's fist SLAMS into the wall.

LASH
Agh! Come back and fight!

Ethan sloshes under the MEN'S ROOM door.

95 INT. CAFETERIA -- AT THAT MOMENT 95

The Pennys now have Layla backed into the cafeteria.

PENNYS
Two, four, six, eight, who will we eliminate? Layla, Layla, noooo Layla!

95A INT. MEN'S ROOM 95A

Lash STRETCHES his arm to punch open every stall.

LASH
Can't hide forever, Sidekick!

Lash opens the last stall. Peers down. The lid is closed.

Lash steps into the stall and lifts the lid. Behind him, Ethan RE-FORMS. He hoists himself up and cocks his legs.

THWACK! Ethan kicks Lash from behind and quickly FLUSHES. Lash's neck STRETCHES as his head disappears down the toilet.

ETHAN
Sucks for you.

95B EXT. SKY HIGH - NIGHT 95B

CLOSE-UP of babies passing through frame. WIDEN to reveal they're in baby seats. WIDEN FURTHER, the baby seats are traveling down an improvised ski-lift. Stitches is taking babies off the line and loading them onto a bus. Royal Pain walks by, holding a swaddled Baby Stronghold.

ROYAL PAIN
I take you back, my dear Commander, to your senior year at Sky High. A time before anyone knew what a technopath was. So a brilliant, but misunderstood girl named Sue Tenney was ridiculed, written off as a science geek and stuck in sidekick class. She hatched a plan -- so daring, so visionary -- to start her very own Super-Villain Academy and raise a generation of heroes from scratch... as villains. But first she had to destroy the institution that dared to spurn her genius! And now so many years later, that plan is complete. My only regret? That this may be the finest Evil Villain Speech ever given...

Looks down at the gurgling baby.

ROYAL PAIN (cont'd) *
...and you have no idea what I'm saying.

WILL (O.S.)
But I do.

Royal Pain spins around. Will is standing there.

WILL (cont'd)
Now put my dad down.

ROYAL PAIN
Ah, Will. I'm glad you decided to come. I can finally thank you. After all, none of this would be possible without your help.

WILL
Look, I'm sorry my father killed your mother. But turning a gym-full of innocent super-heroes into babies won't change that fact.

ROYAL PAIN
That "fact"... is a fiction. Royal Pain wasn't my mother. Royal Pain... is me.

She hands the baby to Stitches.

ROYAL PAIN (cont'd)
When the Pacifier exploded, I wasn't destroyed but returned to infancy. Stitches escaped and took me away, raised me as his daughter --

STITCHES
(cackles maniacally)
Daddy's little girl!

ROYAL PAIN
(loses it)
I TOLD YOU NEVER TO CALL ME THAT!
(shakes her head)
Lunatic...
(back to Will)
That's right, I'm not Sue's daughter. I'm Sue!

WILL
(in shock)
Oh, my God. I made out with an old woman?!

Royal Pain CHARGES straight at Will.

95C INT. SKY HIGH - VARIOUS ROOMS 95C

THOOM! THOOM! THOOM! Royal Pain smashes Will through a series of walls until they finally EXPLODE into the gym.

96 INT. HALLWAY - NIGHT 96

Warren chases Speed down the hall. He launches a couple of fireballs, but Speed is too fast -- he dodges them and they EXPLODE against the walls.

Further down the hall, Ethan exits the bathroom, a swagger in his step. He looks up and sees Speed running right for him, with Warren in hot pursuit. Ethan quickly MELTS. Speed slips in the Ethan puddle, finally giving Warren a clean shot. He hurls a fireball at Speed, blasting him into a locker.

WARREN
Nice work, popsicle.

97 INT. GYM - NIGHT 97

Will and Royal Pain are locked in hand-to-hand battle. Will grabs her and slides her head-first down a BUFFET TABLE. She SMASHES into the CRYSTAL PUNCH BOWL in a shower of glass.

WILL
More punch?

He punches her in the face.

98 INT. CAFETERIA - NIGHT 98

The multiple Pennys have Layla surrounded. They're on tables, on the salad bar. Layla ducks a barrage of kicks from the Pennys.

PENNY
C'mon, sidekick. Aren't you gonna fight back?

LAYLA
I don't believe...
(she ducks)
in using my powers...
(she ducks)
for violence.

Each Penny says exactly one word of the following

PENNY
Really? - I - live - for - it!

The Pennys move in on Layla. Finally one Penny's fist CONNECTS with Layla's jaw. Layla's head whips to the side. When she turns back, she has a new look in her eye, one we haven't seen before.

LAYLA
Big mistake.

The Pennys look nervous. Outside the cafeteria windows, the school's GARDEN comes to life. Vines and tendrils shoot through the air. As Layla's concentration intensifies, the vines BURST THROUGH THE WINDOWS and FLY at the Pennys -- they wrap around ANKLES, WAISTS, WRISTS, lifting, lifting, until... the Pennys hang from the ceiling like oversized marionettes.

PENNY
But... I thought you were a sidekick.

LAYLA
I <u>am</u> a sidekick.

She proudly turns to go.

PENNY
Wait! Don't leave us here to die.

Layla turns back to Penny.

LAYLA
Relax. It's just *lycopersicon esculentum*. You'll be fine.

PENNY
Royal Pain put a scrambler on the Anti-Gravity Generator! She's gonna destroy the school!

Layla's eyes go wide.

SMASH CUT TO:

99 INT. HALLWAY - MOMENTS LATER 99

Layla rolls out a map on the floor. She is surrounded by Warren, Ethan, Zach, and Magenta.

LAYLA
Okay, here's the generator room--

MAGENTA
But Royal Pain sealed off every route to it.

ETHAN
(pointing)
What about this conduit?

WARREN
Yeah, right. You'd have to be like a rat to fit in there.

A beat. They all turn and look at Magenta.

100 INT. CONDUIT - A MOMENT LATER 100

A purple Hamster scurries down a tiny conduit. Ethan's voice echoes off the sheet metal walls.

ETHAN (O.S.)
You're doing great, Magenta. Go about ten feet, there should be an opening on your right.

The hamster turns the corner.

101 INT. GYM - NIGHT 101

Royal Pain swings the podium at Will's head. He ducks it, then grabs her around the waist and HURLS her toward the gym ceiling. She SMASHES into the disco ball and hangs helpless for a beat, her head embedded in the shimmering ball. Finally, she does a double kick, shattering the ball and falling to the floor in a shower of broken mirror.

102 INT. CONDUIT - NIGHT 102

The hamster scurries down the conduit. We hear Ethan in the distance.

ETHAN (O.S.)
Find the access panel -- it leads right to the generator.

Magenta pushes open a panel with her hamster nose.

ETHAN (O.S.) (cont'd)
Okay, now all you need to do is cut the red wire.

Magenta sees the scrambler -- it's covered with an impossible TANGLE OF RED WIRES.

The hamster gives a "Yeah, that helps" look and starts nibbling at the mess of wires.

103 INT. GYM - NIGHT 103

Royal Pain kicks at Will. He ducks, but then she delivers a devastating punch to his gut. He goes down. Royal Pain looms over him, cocking her fist back for the death blow. Will GRABS HER ANKLE and, using his super strength, COMPLETELY UPENDS HER. He THROWS HER to the ground in a heap.

Layla, Warren, and Zach run into the gym.

LAYLA
Will!

He looks up. All the opening that Royal Pain needs. She punches buttons on her gauntlet, and sends an ENERGY BLAST right into Will's chest. He flies back...

LAYLA (cont'd)
Nooooo!

...And SMASHES through the gym window.

104 EXT. SKY HIGH - NIGHT 104

Will falls from Sky High, through the clouds, into the night.

105 INT. GYM - NIGHT 105

Royal Pain turns to Layla, Warren, and Zach.

ROYAL PAIN
There goes your last chance of stopping me.

LAYLA
We'll see about that!

Layla charges at Royal Pain, then suddenly stops short when she sees...

A FIGURE rising up behind Royal Pain.

She can't believe her eyes. It's WILL! He FLIES BACK UP, with a jetstream effect like his mom. Layla smiles, prompting Royal Pain to turn around.

WILL
Mom always hoped I'd be a Flier.

Will takes off like a MISSILE, which is exactly what he is when Bob's strength and Josie's speed are combined.

THOOOM! A SHATTERING FORCE as Will slams into Royal Pain with both fists.

106 EXT. SKY HIGH - NIGHT 106

Stitches closes the back hatch of the bus and runs to the front. He jumps in the door... and comes face to face with Ron Wilson.

RON
There's only one person authorized to transport superheroes. And that's Ron Wilson, bus driver.

Ron throws a punch, sending Stitches flying out the door.

107 INT. SKY HIGH GYM - NIGHT 107

Will lands a final punch, SHATTERING Royal Pain's mask. Will * is face-to-face with the still-beautiful, but now unconscious Gwen.

LAYLA
Will!

Layla rushes up to him. They embrace. And fail to notice Gwen's hand reaching for her gauntlet. She hits one final button.

107A INT. ANTI-GRAVITY REACTOR - AT THAT MOMENT 107A

The electronic SCRAMBLER suddenly LIGHTS UP. Magenta the hamster looks up. Uh, oh.

107B EXT. SKY HIGH - QUARTER-MILE VIEW 107B

Sky High drops silently through the clouds.

107C INT. GYM 107C

Will, Layla, Warren, and Zach hold on for dear life.

ALL TOGETHER
AAAAAAAAAAAAAAAAAAAA!

WILL TAKES FLIGHT --

107D EXT. SKY HIGH 107D

Will zooms under the Sky High platform and flies upward with all his might, acting like a brake.

107E INT. SKY HIGH - ANTI-GRAVITY REACTOR 107E

Magenta the hamster frantically chews through more wires. But there are still so many to go...

107F EXT. UNDERNEATH SKY HIGH 107F

Will glances down as the school plummets earthward. Through the clouds, we can just see the lights of a town.

107G EXT. UNDERNEATH SKY HIGH 107G

The Earth rushes up to meet the falling school.

107J EXT. PINE TERRACE - NIGHT 107J

CLOSE UP of a sign, "HOME SOLD BY STRONGHOLD" over a photo of a smiling Bob and Josie. PULL BACK to reveal a young couple with their arms around each other looking at their new two-story Colonial home. A U-Haul is in the driveway behind them.

MR. TIMMERMAN
All unpacked... and the movers didn't break a thing. I told you we didn't have to take the extra insurance.

A shadow looms over house... Mrs. Timmerman looks up and sees SKY HIGH, plummeting like a meteor. She SCREAMS.

107K EXT. UNDERNEATH SKY HIGH - NIGHT 107K

The house ZOOMS UP at us. Will shuts his eyes, ready for that horrible SPLAT.

107L INT. CONDUIT 107L

Magenta takes one last bite of wire.

107M EXT. UNDERNEATH SKY HIGH 107M

TIGHT ON Will, eyes shut, teeth clenched. TOTAL SILENCE. Why isn't he dead? He peeks out one eyelid, as we --

PULL BACK TO REVEAL

Sky High, perched impossibly in the air, just above the house. Mr. and Mrs. Timmerman stare at Will in awe. *

WILL
Uh, there's a frisbee on the roof. *
You want it? *

Will flies upward, bracing Sky High on his shoulders like Atlas, and we --

DISSOLVE TO:

107N EXT. SKY HIGH - LATER 107N

Sky High hovers at normal altitude as Will and the Sidekicks stand beside a bus filled with WAILING BABIES.

LAYLA
Now what?

WILL
How should I know?

Warren passes by with a baby seat...

BABY MEDULLA (O.S.)
Perhaps I can be of assistance...

In the seat is BABY MEDULLA brain proportionally huge, speaking in a voice that's infantile yet eloquent.

BABY MEDULLA (cont'd)
It should only take me a couple of hours to reconfigure the Pacifier. Mr. Peace, if you would please carry me to the Mad Science Lab...

WARREN
(slightly weirded out)
Uh. Sure.

BABY MEDULLA
And Mr. Peace?

WARREN
Yeah?

BABY MEDULLA
Regrettably I have made boom-boom.

108 INT. HALLWAY - LATER 108

From inside the lab come CRACKLING FLASHES OF LIGHTNING, as students and teachers emerge wrapped in blankets, shaking their heads to clear the cobwebs. Medulla pokes his head out of the room. *

MEDULLA *
People, if you've already been de- *
pacified, please grab a baby and *
report to the Mad Science Lab. *

Principal Powers approaches Will, Bob, Josie, holding the "Hero of the Year" trophy. *

PRINCIPAL POWERS
I guess Gwen just made up this award to lure you to the dance. But, still, it's already engraved, so...

BOB
Principal Powers, I'd be honored to accept this "Hero of the Year" award.

Bob takes the trophy and holds it solemnly.

BOB (cont'd)
But I think this award belongs to Will.

Will looks at his dad, surprised.

WILL
Me? No. This was all my fault. You gave me one rule and I broke it.
(Bob doesn't follow)
I let Gwen into the sanctum, Dad.
(MORE)

WILL (cont'd)
That's how they got the Pacifier. The party was just a trap...

Will is ready to get screamed at -- so he's surprised when Bob puts a reassuring hand on his shoulder.

BOB
And so was this Homecoming, Will. We both fell into Royal Pain's trap. The only difference is you defeated her. You saved Sky High and everyone in it. You deserve this more than I do.

He offers the trophy to Will. Will doesn't take it. He looks over at Warren and the Sidekicks and even Mr. Boy and Ron Wilson, standing nearby, laughing together as they relive their exploits.

WILL
No, they deserve it. The sidekicks.

JOSIE
Don't you mean, "hero support"?

BOB
How 'bout we just call 'em what they really are... heroes.

As a proud Josie watches on, Bob goes over and hands the award to the Sidekicks.

TIGHT ON Will, flashing a big, happy smile.

109 INT. GYM - NIGHT 109

The half-destroyed gym is filled with dancing couples. Zach, Warren, Magenta (no longer a hamster), and Ethan watch Bob and Josie showing off their moves and having a great time. Magenta turns to Warren.

MAGENTA
This is so sweet I could hurl.

WARREN
Tell me about it.

They share a moment. Kindred spirits.

MAGENTA
You wanna dance?

WARREN
Sure.

As they begin to dance, we:

PAN UP AND OUT THE WINDOW

Will and Layla hold each other close, hovering in the air in AN AERIAL SLOW DANCE. They KISS.

AND WE PULL BACK

Away from the dancing couple, over the gym and into the air, for one last spectacular view of --

SKY HIGH, its lights gleaming in the night sky. And we --

FADE OUT.

FADE IN:

110 INT. DETENTION ROOM -- NIGHT 110

Royal Pain, Stitches, Penny, Speed, and Lash stew in the miserable whiteness of the Detention Room.

STITCHES
Don't worry, Sugar Plum. Daddy's gonna make everything all right.

ROYAL PAIN
You're not!...My real!...Dad!

STITCHES
(crosses his arms)
Young lady, are you taking a tone with me?

CUT TO BLACK.

THE END